

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>08/01/2013</u> and ending <u>07/31/2014</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 VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN	1b Three-digit plan number (PN) ▶	003
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) VEYANCE TECHNOLOGIES, INC. 703 S CLEVELAND MASSILLON RD FAIRLAWN, OH 44333-3023	1c Effective date of plan 08/01/2007	2b Employer Identification Number (EIN) 20-8832176
	2c Sponsor's telephone number 330-664-7017	2d Business code (see instructions) 326200

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.	05/14/2015	MARK SCHIE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 1398	
a Active participants		6a 1171	
b Retired or separated participants receiving benefits		6b 167	
c Other retired or separated participants entitled to future benefits		6c 80	
d Subtotal. Add lines 6a , 6b , and 6c		6d 1418	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 23	
f Total. Add lines 6d and 6e		6f 1441	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 0	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 11	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ 0 A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 08/01/2013 and ending 07/31/2014

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

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

A Name of plan <u>VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>VEYANCE TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>20-8832176</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>08</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>59410530</u>
b Actuarial value	2b <u>58952384</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>139</u> <u>7581087</u>
b For terminated vested participants.....	3b <u>84</u> <u>1007360</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>14604537</u>
(2) Vested benefits	3c(2) <u>36739657</u>
(3) Total active.....	3c(3) <u>1182</u> <u>51344194</u>
d Total.....	3d <u>1405</u> <u>59932641</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.78 %</u>
6 Target normal cost	6 <u>4612495</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary	Date
<u>JEFFRY P. BLASZKOWSKI</u>	<u>14-06646</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>248-945-5500</u>
Firm name	Telephone number (including area code)
<u>ONE TOWN SQUARE, SUITE 1100</u> <u>SOUTHFIELD, MI 48076</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>10.19</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		971840
b Interest on (a) using prior year's effective interest rate of <u>7.13</u> % except as otherwise provided (see instructions)		69292
c Total available at beginning of current plan year to add to prefunding balance		1041132
d Portion of (c) to be added to prefunding balance		1039909
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	1039909

Part III Funding Percentages		
14 Funding target attainment percentage	14	96.62 %
15 Adjusted funding target attainment percentage	15	91.93 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.02 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2015	5500000	0			
			Totals ►	18(b)	5500000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4918274
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	4612495	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	2020166	340005	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	4952500	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	34226	34226
36 Additional cash requirement (line 34 minus line 35).....	36	4918274	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4918274	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

For calendar plan year 2013 or fiscal plan year beginning **08/01/2013** and ending **07/31/2014**

A Name of plan VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 20-8832176	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

PNC BANK, NATIONAL ASSOCIATION

25-1211909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	32125	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 08/01/2013 and ending 07/31/2014		
A Name of plan VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN		B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.		D Employer Identification Number (EIN) 20-8832176

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)	2650000	5500000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	39097	41432
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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	56803189	62880190
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	59492286	68421622

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	238837	246511
k Total liabilities (add all amounts in lines 1g through 1j)	1k	238837	246511

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	59253449	68175111
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5500000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5500000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2477	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2477

(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)	2299419	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2299419

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(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)		2491873
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10293769

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1146247	
(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)		1146247
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	225860	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		225860
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1372107

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8921662
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: BOBER, MARKEY, FEDEROVICH & COMPANY

(2) EIN: 34-1523030

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	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <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>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 08/01/2013 and ending 07/31/2014					
A Name of plan VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN				B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.				D Employer Identification Number (EIN) 20-8832176	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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	1
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					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

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: 52.0% Investment-Grade Debt: 15.0% High-Yield Debt: 28.0% Real Estate: _____% Other: 5.0%

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

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

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

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

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

July 31, 2014 and 2013

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN
ANNUAL REPORT INDEX

The following financial statements and other information of the Veyance Technologies, Inc. Defined Benefit Plan are included herewith:

- Statements of Net Assets Available for Benefits as of July 31, 2014 and 2013;
- Statements of Changes in Net Assets Available for Benefits for the years ended July 31, 2014 and 2013.

The following supplemental schedules of the Veyance Technologies, Inc. Defined Benefit Plan included in the Annual Report of the Plan on Form 5500 filed with the Department of Labor for the year ended July 31, 2014 are included herewith:

- Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
- Schedule H, Line 4j – Schedule of Reportable Transactions

All other supplemental schedules and notes for which provision is made in the applicable rules and regulations of the Department of Labor are not required under the related instructions or are inapplicable and, therefore, have been omitted.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN

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CERTIFIED PUBLIC ACCOUNTANTS/BUSINESS ADVISORS
A PROFESSIONAL CORPORATION
AKRON | CLEVELAND

INDEPENDENT AUDITORS' REPORT

Participants and Administrator of
Veyance Technologies, Inc.
Defined Benefit Plan
Fairlawn, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Veyance Technologies, Inc. Defined Benefit Plan (the "Plan"), which comprise the statements of net assets available for benefits as of July 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by PNC Bank, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of July 31, 2014 and 2013, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

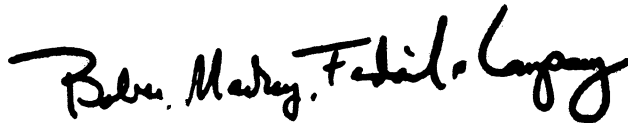
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of July 31, 2014, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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



BOBER, MARKEY, FEDOROVICH & COMPANY
Akron, Ohio

May 14, 2015

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
July 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments, at fair value	\$ 62,880,190	\$ 56,803,189
Receivables:		
Employer contributions	5,500,000	2,650,000
Other receivables	<u>41,432</u>	<u>39,097</u>
TOTAL ASSETS	68,421,622	59,492,286
LIABILITIES		
Accrued administration expenses	<u>246,511</u>	<u>238,837</u>
TOTAL LIABILITIES	<u>246,511</u>	<u>238,837</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 68,175,111</u></u>	<u><u>\$ 59,253,449</u></u>

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

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended July 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS		
Employer contributions	\$ 5,500,000	\$ 5,500,000
Interest income	2,477	5,561
Dividend income	2,299,419	1,933,602
Net appreciation in fair value of investments	<u>2,491,873</u>	<u>3,167,739</u>
	10,293,769	10,606,902
DEDUCTIONS		
Benefits paid to participants or their beneficiaries	1,146,247	754,089
Administrative expenses	<u>225,860</u>	<u>266,412</u>
	1,372,107	1,020,501
NET INCREASE	8,921,662	9,586,401
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF PERIOD	<u>59,253,449</u>	<u>49,667,048</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF PERIOD	<u><u>\$ 68,175,111</u></u>	<u><u>\$ 59,253,449</u></u>

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

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Veyance Technologies, Inc. (the “Company”) Defined Benefit Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

On August 1, 2007, the Company was acquired from The Goodyear Tire & Rubber Company. The Board of Directors of the newly formed company entered into a pension, insurance and service award agreement with the United Steel Workers and the Local Unions thereof effective August 1, 2007.

In January 2015, the Company was acquired by Continental ContiTech. The Company continues to operate under the name ContiTech AG. The Company remains the Plan sponsor and Plan administrator.

Participation and Benefits

The Plan is a defined benefit plan, which became effective August 1, 2007. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan covers all bargaining employees of the Company who have at least one hour of service, excluding leased or new hire employees. New hire employees are employees hired by the Goodyear Tire and Rubber Company after December 22, 2006 or by the Company after July 31, 2007, who shall be in a job classification other than technical maintenance. Individuals employed by the Goodyear Tire & Rubber Company prior to the acquisition of the Company were eligible to carry forward their continuous years of service incurred at the Goodyear Tire & Rubber Company. The Plan provides for pension, death, disability, service and separation benefits calculated under formulas principally based on length of service. Participants may elect to receive their pension benefits in a normal retirement annuity or a joint and survivor annuity.

Normal retirement age is 65; however, early retirement provisions are available to employees who have attained age 55 and have completed at least 10 years of continuous service, or to employees who have completed at least 30 years of service.

Vesting

Benefits are fully vested after 5 years of service.

Termination Provisions

Although it has not expressed any intent to do so, the Company has the right under the Plan to amend or terminate the Plan and the Trust agreements at any time, by action of the Board of Directors and subject to the provisions of ERISA. In the event that such action was taken: a) The Plan’s assets shall serve to discharge any liability presently incurred and the net assets shall be applied for the exclusive benefit of the participants and beneficiaries of the Plan, provided that after satisfaction of all liabilities, residual assets of the Plan are distributable to the Company; b) To the extent unfunded vested benefits exist, benefits up to specified limitations are insured by the Pension Benefit Guaranty Corporation.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition

The Plan presents in the statements of changes in net assets available for benefits the net appreciation or depreciation in the fair value of the Plan assets, which consists of the realized gains or losses and the unrealized appreciation or depreciation of those assets.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Investment securities are exposed to various risks such as interest rate, market and credit risks. Market values of securities fluctuate based on the magnitude of changing market conditions; significant changes in market conditions could materially affect Plan investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits (Note 6) are those estimated future periodic benefits, including lump sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date.

Administrative Fees

The Company pays for certain expenses associated with the Plan while certain administrative expenses are permitted to be paid from Plan assets.

Contributions and Funding

Annual employer contributions to the Plan are made based upon actuarially determined amounts, calculated by Mercer, LLC ("Mercer"), subject to a floor of \$5.5 million per the Company's agreement with the United Steelworkers of America. For the accumulated benefit obligation determination, the traditional unit credit method was utilized for August 1, 2014 and 2013.

For the 2014 and 2013 Plan years, employer contributions met or exceeded the minimum funding requirements as specified in ERISA.

Payment of Benefits

Benefits are recorded when paid.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

Risks and Uncertainties

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

Fair Value Measurements

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Subsequent Events

The Plan has evaluated subsequent events through May 14, 2015, the date the financial statements were available to be issued. The RP-2000 Annuitant and Nonannuitant Mortality Tables for males and females were revised in 2014. The revised tables will be utilized in the calculation of the benefit plan obligation for Plan year beginning August 1, 2014. The impact to the Plan is unknown as of the date the financial statements were available to be issued.

NOTE 3 – CERTIFIED FINANCIAL INFORMATION

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103–8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The investment balance and related investment results included in the financial statements and accompanying notes are derived from statements which have been certified by PNC Bank N.A. ("Trustee") as of and for the years ended July 31, 2014 and 2013, respectively. A summary of the certified information is displayed below:

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

	2014	2013
Investments, at fair value	\$ 62,880,190	\$ 56,803,189
Interest income	\$ 2,477	\$ 5,561
Dividend income	\$ 2,299,419	\$ 1,933,602
Net appreciation in fair value of investments	\$ 2,491,873	\$ 3,167,739

NOTE 4 – INVESTMENTS

The fair value of investments that represent 5% or more of fair value of the Plan's net assets available for benefits as of July 31, 2014 and 2013, are as follows:

	2014	2013
Natixis Loomis Sayles Bond Fund	\$ 15,806,318	\$ 8,344,130
PIMCO Total Return Bond Fund	\$ 15,783,290	\$ 13,800,154
American Europacific Growth Fund	\$ 4,090,709	\$ 4,443,719
Thornburg International Value Fund	\$ -	\$ 4,431,333
Vanguard Institutional Index Fund	\$ 8,373,599	\$ 9,357,003
Dodge & Cox International Stock Fund	\$ 3,818,709	\$ -

NOTE 5 – FAIR VALUE MEASUREMENTS

Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Plan uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – Observable inputs such as quoted prices in active markets;
- Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

Assets measured on a recurring basis are as follows:

July 31, 2014				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ -	\$ 998,189	\$ -	\$ 998,189
Mutual Funds:				
Fixed income funds	2,329,174	-	-	2,329,174
Value funds	3,114,577	-	-	3,114,577
Balanced funds	1,299,317	-	-	1,299,317
Growth funds	773,413	-	-	773,413
Large cap funds	8,373,599	-	-	8,373,599
Mid cap funds	1,547,383	-	-	1,547,383
International funds	7,909,418	-	-	7,909,418
Bond funds	33,478,602	-	-	33,478,602
Alternative Investment funds	1,138,036	-	-	1,138,036
Real estate funds	1,918,482	-	-	1,918,482
Total	<u>\$ 61,882,001</u>	<u>\$ 998,189</u>	<u>\$ -</u>	<u>\$ 62,880,190</u>

July 31, 2013				
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ -	\$ 857,917	\$ -	\$ 857,917
Mutual Funds:				
Fixed income funds	1,890,828	-	-	1,890,828
Value funds	2,750,340	-	-	2,750,340
Balanced funds	13,261,769	-	-	13,261,769
Growth funds	4,897,666	-	-	4,897,666
International funds	8,875,052	-	-	8,875,052
Bond funds	24,269,617	-	-	24,269,617
Total	<u>\$ 55,945,272</u>	<u>\$ 857,917</u>	<u>\$ -</u>	<u>\$ 56,803,189</u>

The classification of fair value measurements within the hierarchy is based upon the lowest level of input that is significant to the measurement. Valuation methodologies used for assets and liabilities measured at fair value are as follows:

- *Mutual Funds:* Valued at the closing price reported on the active market in which individual securities are traded.
- *Money Market Funds:* Valued based on institutional bid evaluations using proprietary models.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

NOTE 6 – ACCUMULATED PLAN BENEFITS

The accumulated Plan benefits information as of the beginning of each Plan year is as follows:

	August 1, 2013	August 1, 2012
Actuarial present value of accumulated plan benefits:		
Vested benefits for:		
Participants currently receiving payments	\$ 7,006,569	\$ 4,658,409
Other participants	33,991,731	29,653,150
Total vested benefits	40,998,300	34,311,559
Nonvested benefits	13,028,062	12,672,569
Total actuarial present value of accumulated plan benefits	<u>\$ 54,026,362</u>	<u>\$ 46,984,128</u>

The change in the actuarial present value of accumulated Plan benefits for the years ended July 31, 2014 and 2013 are as follows:

	August 1, 2013	August 1, 2012
Actuarial present value of accumulated plan benefits, Beginning of Year	\$ 46,984,128	\$ 38,292,368
Increase (decrease) during the year attributable to:		
Benefits accumulated	4,303,148	3,887,461
Increase for interest due to decrease in discount period	3,493,175	2,848,580
Benefits paid	(754,089)	(574,691)
Change in plan provisions	-	2,530,410
Net increase in actuarial present value of accumulated plan benefits	7,042,234	8,691,760
Total actuarial present value of accumulated plan benefits	<u>\$ 54,026,362</u>	<u>\$ 46,984,128</u>

Accumulated Plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries; beneficiaries of employees who died while in active service; and present employees and their beneficiaries.

The actuarial present value of accumulated Plan benefits is determined by Mercer, consulting actuaries, using actuarial assumptions to reflect the time value of money and the probability that a benefit payment will be made between the valuation date and the expected payment date.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

The significant actuarial assumptions used in the valuation of accumulated Plan benefits as of August 1, 2013 and 2012 were:

- a) Life Expectancy - The mortality basis is based on RP-2000 Annuitant and Nonannuitant Mortality Tables for males and females.
- b) Retirement Age - In 2013 and 2012, the scale ranged from 2% of all eligible employees at ages 50 to 54 to 100% at age 67.
- c) Withdrawal - Scale ranging from 16.0% at age 20 to 2.2% at age 55.
- d) Discount Rate - Obligations of the Plan are assumed to be settled at a rate of 7.5% at August 1, 2013 and 2012.

The August 1, 2012 calculation of the actuarial present value of accumulated benefits contains a \$2,530,410 change in plan provisions due to a plan amendment effective August 1, 2012. The amendment calls for each participant to receive \$60 per month multiplied by their years of service. The previous amount was \$58 per month.

NOTE 7 – INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan by a letter dated March 11, 2015 that the Plan is qualified in accordance with the applicable regulations of the Internal Revenue Code ("IRC"), and the Trust established with the Plan constitutes a qualified trust and is exempt from Federal income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of and for the years ended July 31, 2014 and 2013, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

VEYANCE TECHNOLOGIES, INC. DEFINED BENEFIT PLAN
NOTES TO FINANCIAL STATEMENTS
July 31, 2014 and 2013

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are maintained by the Trustee as defined by the Plan, and therefore, these transactions are party-in-interest transactions.

NOTE 9 – NONEXEMPT TRANSACTION

During the 2012 Plan year, the Plan paid \$21,747 of administrative expenses that should have been paid by the Plan Sponsor. This is considered a nonexempt transaction with a party-in-interest. The Plan Sponsor repaid the expenses during the 2013 Plan year.

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
July 31, 2014
EIN No. 20-88352176 Plan #003

(a)	(b)	(c)	(d)	(e)
		Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Identity of Issue, Borrower, Lessor or Similar Party			
*	PNC Government Money Market Fund	Money Market Fund	\$ 998,189	\$ 998,189
	Natixis Loomis Sayles Investment Grade Bond Fund	Mutual Fund	15,453,007	15,806,318
	Neuberger Berman High Income Bond Fund	Mutual Fund	1,897,736	1,888,994
	PIMCO Total Return Bond Fund	Mutual Fund	16,008,021	15,783,290
	Invesco Real Estate Fund	Mutual Fund	1,814,985	1,918,482
	Columbia Acorn Fund	Mutual Fund	1,393,791	1,547,383
	American Europacific Growth Fund	Mutual Fund	3,407,295	4,090,709
	Goldman Sachs Value Institutional	Mutual Fund	1,310,301	1,610,743
	Prudential Jennison Small Company Fund	Mutual Fund	558,204	773,413
	Vanguard Institutional Index Fund	Mutual Fund	5,822,719	8,373,599
	Victory Small Company Opportunity Fund	Mutual Fund	619,204	754,794
	PIMCO Commodity Real Return Fund	Mutual Fund	2,481,688	1,789,935
	Avenue Credit Strategies Fund	Mutual Fund	725,290	749,040
	Dodge & Cox International Stock Fund	Mutual Fund	3,854,405	3,818,709
	Driehaus Active Income Fund	Mutual Fund	541,240	539,239
	Hatteras Hedged Strategies Fund	Mutual Fund	1,126,499	1,138,036
	Mainstay Marketfield Fund	Mutual Fund	1,360,000	1,299,317
			<u>\$ 59,372,574</u>	<u>\$ 62,880,190</u>

* Indicates party-in-interest to the Plan.

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
July 31, 2014
EIN No. 20-88352176 Plan #003

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Thornburg International Value Fund 2 Transactions	Mutual Fund	\$ -	\$ 4,679,405	\$ -	\$ -	\$ 4,286,100	\$ 4,286,100	\$ 393,305
Dodge & Cox International Stock Fund 1 Transaction	Mutual Fund	\$ 3,854,405	\$ -	\$ -	\$ -	\$ 3,854,405	\$ 3,854,405	N/A
Loomis Sayles Investment Grade Bond Fund 1 Transaction	Mutual Fund	\$ 6,355,000	\$ -	\$ -	\$ -	\$ 6,355,000	\$ 6,355,000	N/A

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25	3	7									10
25–29	2	8	4								14
30–34	4	10	13	1							28
35–39	2	11	18	13	3						47
40–44	7	8	27	19	36	29	1				127
45–49	5	12	20	22	66	51	54				230
50–54	6	6	23	17	49	53	99	19	7		279
55–59	1	6	16	19	36	33	60	16	56	21	264
60–64		3	10	6	16	19	34	2	30	41	161
65–69			3	1	6	1	2		1	7	21
70 & up				1							1
Total	30	71	134	99	212	186	250	37	94	69	1,182

In each cell, the top number is the count of active participants for each age/service combination.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for August 1, 2013 Funding Valuation**

Discount rate sponsor elections

• Segment rates or full yield curve	Segment		
• Look-back months	4		
		Stabilized	Nonstabilized
• First 5 years		5.23%	1.50%
• Next 15 years		6.51%	4.22%
• Over 20 years		7.16%	5.26%

Mortality sponsor elections

• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
• Post-1994 disabilities	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits

Other economic assumptions

• Expected investment return	7.00% for 2011 7.55% for 2012 and 2013
• Expenses	\$215,000 has been added to the normal cost

Demographic assumptions

• Withdrawal	Select and ultimate rates. See table of sample rates.
• Disability incidence	Based on rates from the 1985 pension disability table (class 2), sex distinct. See table of sample rates. 60% of participants becoming disabled are assumed to be eligible for Social Security disability benefits.

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

• Retirement age

Attained Age	<30 years of service	>=30 years of service
50	0.0%	2.0%
51	0.0	2.0
52	0.0	2.0
53	0.0	2.0
54	0.0	2.0
55	2.0	5.0
56	2.0	5.0
57	2.0	5.0
58	2.0	5.0
59	2.0	5.0
60	4.0	15.0
61	6.0	20.0
62	40.0	40.0
63	25.0	25.0
64	25.0	25.0
65	50.0	50.0
66	50.0	50.0
67	100.0	100.0

Percentage of those eligible electing to commence receipt of benefits under the Goodyear plan

90% of males and females

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
• Percentage married	80%	80%
• Spouse age difference	3 years younger	3 years older

Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>50% J&S</u>
• Active retirements	0%	20%	80%
• Future vested deferred	0%	20%	80%
• Future disabilities	0%	100%	0%
• Future deaths	0%	0%	100%
• Current vested deferred	0%	100%	0%
Unpredictable contingent event assumptions	Likelihood of event is de minimis.		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

Attained Age	Percentage				
	<u>Disability Rates</u>		<u>Withdrawal Rates</u>		
	Male	Female	<= 3 years of service	3 < 5 years of service	>= 5 years of service
			Male/Female		
20	0.06%	0.06%	16.00%	9.00%	13.00%
25	0.09	0.10	16.00	9.00	9.00
30	0.13	0.17	13.00	6.00	6.10
35	0.20	0.25	13.00	6.00	4.40
40	0.31	0.36	10.00	4.00	3.50
45	0.51	0.52	10.00	4.00	3.10
50	0.83	0.85	6.00	3.00	2.80
55	1.50	1.49	6.00	3.00	2.20
56	1.67	1.63	0.00	0.00	0.00
57	1.84	1.73	0.00	0.00	0.00
58	1.98	1.75	0.00	0.00	0.00
59	2.13	1.77	0.00	0.00	0.00
60	2.27	1.79	0.00	0.00	0.00
61	2.41	1.81	0.00	0.00	0.00
62	2.56	1.83	0.00	0.00	0.00
63	2.71	1.90	0.00	0.00	0.00
64	2.87	2.10	0.00	0.00	0.00

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

Actuarial Methods for Funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
July 31, 2014
EIN No. 20-88352176 Plan #003

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Thornburg International Value Fund 2 Transactions	Mutual Fund	\$ -	\$ 4,679,405	\$ -	\$ -	\$ 4,286,100	\$ 4,286,100	\$ 393,305
Dodge & Cox International Stock Fund 1 Transaction	Mutual Fund	\$ 3,854,405	\$ -	\$ -	\$ -	\$ 3,854,405	\$ 3,854,405	N/A
Loomis Sayles Investment Grade Bond Fund 1 Transaction	Mutual Fund	\$ 6,355,000	\$ -	\$ -	\$ -	\$ 6,355,000	\$ 6,355,000	N/A

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**For calendar plan year 2013 or fiscal plan year beginning 08/01/2013 and ending 07/31/2014▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Veyance Technologies, Inc. Defined Benefit Plan		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Veyance Technologies, Inc.		D Employer Identification Number (EIN) 20-8832176
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>08</u> Day <u>01</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	59410530
b Actuarial value	2b	58952384
3 Funding target/participant count breakdown:		
(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	139
b For terminated vested participants.....	3b	84
c For active participants:		
(1) Non-vested benefits	3c(1)	14604537
(2) Vested benefits	3c(2)	36739657
(3) Total active.....	3c(3)	1182
d Total.....	3d	1405
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	6.78%
6 Target normal cost	6	4612495

Statement by Enrolled Actuary

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

SIGN HERE		<u>5-11-2015</u>
JEFFRY P. BLASZKOWSKI		Date
Type or print name of actuary		1406646
MERCER		Most recent enrollment number
Firm name		248-945-5500
ONE TOWN SQUARE, SUITE 1100		Telephone number (including area code)
SOUTHFIELD MI 48076		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013

Part II	Beginning of Year Carryover Prefunding Balances
----------------	--

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>10.19</u> %.....	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		971840
b	Interest on (a) using prior year's effective interest rate of <u>7.13</u> % except as otherwise provided (see instructions).....		69292
c	Total available at beginning of current plan year to add to prefunding balance		1041132
d	Portion of (c) to be added to prefunding balance		1039909
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	1039909

Part III | Funding Percentages

14	Funding target attainment percentage.....	14	96.62 %
15	Adjusted funding target attainment percentage	15	91.93 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	100.02 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls
----------------	---

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

Part 1. Amount paid by employer(s) and employee(s).					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2015	5500000	0			
			Totals ►	18(b)	5500000
				18(c)	0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	4918274

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

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

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	4612495
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		2020166	340005
b Waiver amortization installment.....		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	4952500
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	34226	34226
36 Additional cash requirement (line 34 minus line 35).....		36	4918274
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	4918274
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

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

The following schedule shows each AFTAP that was certified or recertified for the 2013 plan year, the date made, and a description of the AFTAP change:

Certification Date	AFTAP	Update Description
4/28/2014	91.93%	Pre-HATFA

The following chart shows a comparison of the final 2013 AFTAP and the FTAP shown on the 2013 Schedule SB, line 14.

		Final certified AFTAP		Schedule SB Line 14 FTAP		Difference (explained below)
1. Adjusted plan assets						
a. Actuarial value of plan assets	\$	58,952,384	\$	58,952,384	\$	0
b. Credit balances subtracted		1,039,909		1,039,909		0
c. Annuity purchases for non-HCEs in prior two plan years		0		0		0
d. Earmarked contributions during plan year		0		0		0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$	57,912,475	\$	57,912,475	\$	0
2. Adjusted funding target						
a. Funding target ¹	\$	62,995,577	\$	59,932,641	\$	(3,062,936)
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.		0		0		0
c. Annuity purchases for non-HCEs in prior two plan years		0		0		0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$	62,995,577	\$	59,932,641	\$	(3,062,936)
3. 2013 AFTAP/FTAP: (1.e.) ÷ (2.d.)		91.93%		96.62%		4.69%

¹ Funding target for Schedule SB line 14 FTAP reflects the use of the Highway and Transportation Act of 2014 stabilized segment rates.

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The first set of rates apply to 982 employees with less than 30 years of service as of August 1, 2013 while the second set of rates apply to the 200 employees with 30 or more years of service as of August 1, 2013. The average retirement age is 62.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2.0%	10,000	200	11,000
56	2.0%	9,800	196	10,976
57	2.0%	9,604	198	10,944
58	2.0%	9,412	188	10,904
59	2.0%	9,224	184	10,856
60	4.0%	9,040	362	21,720
61	6.0%	8,678	521	31,781
62	40.0%	8,157	3,263	202,306
63	25.0%	4,894	1,224	77,112
64	25.0%	3,670	918	58,752
65	50.0%	2,752	1,376	89,440
66	50.0%	1,376	688	45,408
67	100.0%	688	688	46,096
Total			10,000	627,295
Average				62.73

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

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
50	2.0%	10,000	200	10,000
51	2.0%	9,800	196	9,996
52	2.0%	9,604	192	9,984
53	2.0%	9,412	188	9,964
54	2.0%	9,224	184	9,936
55	5.0%	9,040	452	24,860
56	5.0%	8,588	429	24,024
57	5.0%	8,159	408	23,256
58	5.0%	7,751	388	22,504
59	5.0%	7,363	368	21,712
60	15.0%	6,995	1,049	62,940
61	20.0%	5,946	1,189	72,529
62	40.0%	4,757	1,903	117,986
63	25.0%	2,854	714	44,982
64	25.0%	2,140	535	34,240
65	50.0%	1,605	803	52,195
66	50.0%	802	401	26,466
67	100.0%	401	401	26,867
Total			10,000	604,441
Average				60.44

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: August 1, 2007 Plan year: August 1, 2013 through July 31, 2014
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate once they meet the eligibility requirements.
Significant events that occurred during the year	None
Definitions	
• Sponsoring employer	Veyance Technologies, Inc.
• Participation	Collectively bargained or hourly-rated employees, excluding Leased or New Hire employees and independent contractors. Participation begins immediately upon hire.
• Continuous Service (for purposes of eligibility and vesting)	Elapsed time from date of hire, in years and nearest months. Includes Continuous Service as of the Effective Date under the 1950 Pension Plan for Employees of Goodyear Tire & Rubber.
• Credited service	Elapsed time from date of hire, in years and nearest months. Includes Continuous Service as of the Effective Date under the 1950 Pension Plan for Employees of Goodyear Tire & Rubber. <i>Excludes service accrued while in a non-bargaining job.</i>
• Accrual Rate	\$55.00 per month per year of service. \$58.00 per month per year of service effective for terminations after August 1, 2009. \$60.00 per month per year of service effective for terminations after September 1, 2012.
• Accrued benefit	If the participant has not commenced receipt of the 1950 Pension Plan benefit, $[(1) \times (2)] - (3)$, where: <ol style="list-style-type: none"> 1. All credited service 2. The accrual rate 3. The 1950 Pension Plan benefit. The 1950 Pension Plan benefit is calculated as if receipt commenced on the same date, regardless of whether the participant is actually eligible to be paid. <p>If the participant has already commenced receipt of the 1950 Pension Plan benefits, $[(1) - (2)] \times (3)$:</p> <ol style="list-style-type: none"> 1. Credited service under this Plan 2. Credited service under the 1950 Pension Plan 3. The accrual rate
Normal retirement	
• Eligibility	Age 65 or five years of service, if later.
• Benefit	Accrued benefit.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	<u>Reduced Benefit:</u> <ul style="list-style-type: none"> Age 55 with 10 years of service. <u>Unreduced Benefit:</u> <ul style="list-style-type: none"> 10 years of service and age 62 at termination of employment or 30 years of service.
• Benefit	<u>Reduced Benefit:</u> <ul style="list-style-type: none"> Accrued benefit reduced 4.8% for each year that early retirement precedes age 62. <u>Unreduced Benefit:</u> <ul style="list-style-type: none"> 10 years of service and age 62 at termination of employment or 30 years of service.
Temporary Early Retirement Supplement (TERS)	
• Eligibility	Age 55 and 30 years of service
• Benefit	<ul style="list-style-type: none"> Table benefit amount per Article III, Section 3(c) based on years of service. Payable until earlier of age 62 or eligibility for Social Security age or disability benefit. At age 62, the benefit amount is recalculated based on Social Security Normal Retirement Age. Supplement is payable until participant reaches age that is 3 years earlier than Social Security Normal Retirement Age. Or otherwise becomes eligible for Social Security age or disability benefit, per schedule in Article III, Section 3(f)(ii).
Late retirement	
• Eligibility	Retirement after normal retirement age.
• Benefit	Accrued benefit determined as of late retirement date.
Deferred vested	
• Eligibility	5 years of service.
• Benefit	Accrued benefit payable at normal retirement age. Actuarially reduced benefit for commencement prior to age 65.
Disability	
• Eligibility	Permanently incapacitated for 5 consecutive months prior to normal retirement age, with 10 years of Continuous Service.
• Benefit	Accrued benefit payable immediately, offset by the 1950 Pension Plan benefit deferred to the later of age 55 or actual commencement under this plan.
Temporary Disability Supplement	
• Eligibility	Payable if eligible for Disability pension prior to age 55.
• Benefit	Benefit is the 1950 Pension Plan deferred vested pension amount payable at age 55, and is payable until age 55.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
Eligibility	Participant must have five years of vesting service.
Benefit	<p><u>Active employee:</u> Death benefit is actuarially equivalent Qualified Preretirement Joint & Survivor Annuity (QJSA)</p> <p><u>Deferred vested employee:</u> Death benefit is actuarially equivalent Qualified Preretirement Joint & Survivor Annuity (QJSA).</p> <p>In addition, \$4,500 payable in event of death of pensioner, to participant's surviving spouse or estate (if not married). This benefit is not available to participants who received a lump sum under the 1950 Pension Plan for Employees of Goodyear Tire & Rubber.</p>
Post-retirement death	
Eligibility	Participant must be receiving a pension and not available to those who received a lump sum under 1950 Pension Plan for Employees of Goodyear Tire & Rubber.
Benefit	\$4,500 payable in event of death of pensioner, to participant's surviving spouse or estate (if not married).
Unpredictable contingent event benefits	
• Event	Plant Closure
• Unreduced Benefit	<p>In the event of a plant closure an Employee who has completed either:</p> <ul style="list-style-type: none"> at least 25 years of continuous service but has not attained age 55, or at least 5 years of continuous service and has attained age 55 and whose employment is terminated as a result of such plant closure, shall receive an immediate monthly pension based on continuous service as of the date of termination of employment.
• Lump-Sum Eligibility	<p>Employment is terminated as a result of a plant closure after August 1, 2007, participant has at least five years of continuous service, is not eligible for a pension under any other pension plan of any Employer, other than a normal, early or deferred vested pension from this plan, and not eligible for a Service Award or Separation Payment.</p> <p>The one-time lump-sum payment is equal to the present value of the normal, early, or deferred vested pension.</p>
• Form of benefits	
• Automatic form for unmarried participants	<ul style="list-style-type: none"> Five years certain and life for participants with more than 10 years of service. Life annuity if the participant has less than 10 years of service.
• Automatic form for married participants	50% Joint & Survivor

Schedule SB, Part V — Summary of Plan Provisions

• Optional forms	<ul style="list-style-type: none"> • 100% or 50% Contingent Annuitant (first 60 months of payments are guaranteed at the Life and 5-Year Certain rate) • 10, 15, or 20 years Life and Period Certain (first 60 months of payments are guaranteed at the Life and 5-Year Certain rate) • 100% or 50% Contingent Coverage (first 60 months of payments are guaranteed at the Life and 5-Year Certain rate; if the spouse pre-deceases the participant, the benefit pops up to the Life and 5-Year Certain rate) • Special 75% Joint and Survivor • Lump Sum <ul style="list-style-type: none"> — Automatic cashout if present value of Retirement Benefit is less than or equal to \$1,000. — Optional cashout if present value of Retirement Benefit is between \$1,000 and \$5,000.
• Optional form conversion factors	<ul style="list-style-type: none"> • UP-1984 Mortality Table with a 3-year setback for spouse mortality; 6.0% interest • Lump sums – more favorable of the following four lump sum calculations <ul style="list-style-type: none"> — UP-1984 Mortality Table with 6.0% interest — UP-1984 Mortality Table and the current interest rates utilized by the PBGC. (If this lump sum exceeds \$25,000, 120% of the PBGC rate shall be used to determine the PBGC lump sum.) — GATT-2003 Mortality Table with the 30-year Treasury rate for the prior March — PPA Mortality Table with segmented interest rates for the prior March
Miscellaneous	
• Special awards	<p>Employee may elect immediate distribution in the event of involuntary termination or layoff.</p> <p>Benefit is actuarially reduced accrued benefit.</p>
• Maximum benefits	<p>Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.</p>

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #7, are included in this valuation:

- **Most recent plan amendments included:** Amendment #7 is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** This valuation does not value the plan's unpredictable contingent event benefits, which are summarized above, because the likelihood of an event is de minimis.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

VEYANCE TECHNOLOGIES, INC.
DEFINED BENEFIT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
July 31, 2014
EIN No. 20-88352176 Plan #003

(a)	(b)	(c)	(d)	(e)
		Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Identity of Issue, Borrower, Lessor or Similar Party			
*	PNC Government Money Market Fund	Money Market Fund	\$ 998,189	\$ 998,189
	Natixis Loomis Sayles Investment Grade Bond Fund	Mutual Fund	15,453,007	15,806,318
	Neuberger Berman High Income Bond Fund	Mutual Fund	1,897,736	1,888,994
	PIMCO Total Return Bond Fund	Mutual Fund	16,008,021	15,783,290
	Invesco Real Estate Fund	Mutual Fund	1,814,985	1,918,482
	Columbia Acorn Fund	Mutual Fund	1,393,791	1,547,383
	American Europacific Growth Fund	Mutual Fund	3,407,295	4,090,709
	Goldman Sachs Value Institutional	Mutual Fund	1,310,301	1,610,743
	Prudential Jennison Small Company Fund	Mutual Fund	558,204	773,413
	Vanguard Institutional Index Fund	Mutual Fund	5,822,719	8,373,599
	Victory Small Company Opportunity Fund	Mutual Fund	619,204	754,794
	PIMCO Commodity Real Return Fund	Mutual Fund	2,481,688	1,789,935
	Avenue Credit Strategies Fund	Mutual Fund	725,290	749,040
	Dodge & Cox International Stock Fund	Mutual Fund	3,854,405	3,818,709
	Driehaus Active Income Fund	Mutual Fund	541,240	539,239
	Hatteras Hedged Strategies Fund	Mutual Fund	1,126,499	1,138,036
	Mainstay Marketfield Fund	Mutual Fund	1,360,000	1,299,317
			<u>\$ 59,372,574</u>	<u>\$ 62,880,190</u>

* Indicates party-in-interest to the Plan.

Schedule SB, line 32 — Schedule of Amortization Bases

Year established	Shortfall bases			2013 Installment
		Outstanding balance	Years remaining	
2013	\$	2,020,166	7	\$ 340,005
Total	\$	2,020,166		\$ 340,005

Schedule SB, line 24 — Change in Actuarial Assumptions

The following assumption changes have occurred since the August 1, 2012 valuation.

- Administrative expenses of \$215,000 were added to normal cost to reflect our expectations for the current year.