

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/21/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/21/1989</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/21/1989</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BURKE, INC.</u> <u>500 WEST 7TH STREET</u> <u>CINCINNATI, OH 45203</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1271870</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>513-684-7604</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1271870</u>	2c Plan Sponsor's telephone number <u>513-684-7604</u>	2d Business code (see instructions) <u>541990</u>	
2b Employer Identification Number (EIN) <u>31-1271870</u>					
2c Plan Sponsor's telephone number <u>513-684-7604</u>					
2d Business code (see instructions) <u>541990</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	06/30/2015	MARY BETH MAPSTONE
	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	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 309
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 247 6a(2) 253 6b 2 6c 60 6d 315 6e 0 6f 315 6g 278 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2O 2R 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BURKE, INC.</u>	D Employer Identification Number (EIN) <u>31-1271870</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65 71	RECORDKEEPER	1884	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WASATCH INTERNATIONAL GROWTH 505 WAKARA WAY 3RD FLOOR SALT LAKE CITY, UT 84108	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
RYDEX BIOTECHNOLOGY INV CLASS 9601 BLACKWELL RD. STE. 500 ROCKVILLE, MD 20850	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PARNASSUS CORE EQUITY INVESTOR ONE MARKET STREET STEUART TOWER SUI SAN FRANCISCO, CA 94105	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OBERWEIS INTL OPPORTUNITIES FUND 3333 WARRENVILLE ROAD STE. 500 LISLE, IL 60532	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM EQUITY SPECTRUM FUND CL A ONE POST OFFICE SQUARE MAILZONE G3C BOSTON, MA 02109	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HENNESSY GAS UTILITYINVESTOR CL 7250 REDWOOD BLVD. STE 200 NOVATO, CA 94945	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMG MANAGERS SKYLINESPECIAL EQUITIE 800 CONNECTICUT AVE. NORWALK, CT 06854		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO INCOME FUND CL D 1633 BROADWAY NEW YORK, NY 10019		0.38%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VAL I - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160		0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ DIV VL ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL MID CAP VALUE Z - COLUMBIA MGT 04-3156901	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GLENMEDE SMCAP EQ IS - STATE STREE 04-0025081	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR CAP APPR INST - HARBOR SERV		0.10%
34-1953399		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR INTL INST - HARBOR SERVICES		0.10%
34-1953399		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MSIF MID CAP GRTH I - BOSTON FINAN		0.15%
330 W. 9TH STREET KANSAS CITY, MO 66160		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA EMRG MKTS EQ I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	

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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BURKE, INC.</u>	D Employer Identification Number (EIN) <u>31-1271870</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

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

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3053816</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BURKE, INC.</u>		D Employer Identification Number (EIN) <u>31-1271870</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	5933	4252
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	721911	781810
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	1426490	1858621
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	318881	240131
(9) Value of interest in common/collective trusts	1c(9)	2395657	3053816
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	44665860	48545952
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	49534732	54484582

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	49534732	54484582
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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)	468880	
(B) Participants	2a(1)(B)	1948744	
(C) Others (including rollovers)	2a(1)(C)	1280277	
(2) Noncash contributions	2a(2)	0	3697901
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	78	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	9639	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9717

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	36128	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2938310	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2974438

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	141	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5067	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-4926

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	391200	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		391200

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		35030
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-13409
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		7089951

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2138248	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2138248
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	1853	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1853
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2140101

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4949850
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: CLARK SHAEFFER HACKETT

(2) EIN: 31-0800053

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			
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			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
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			
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			
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			
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			
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			
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			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BURKE, INC. PROFIT SHARING AND PAY DEFERRAL SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BURKE, INC.</u>	D Employer Identification Number (EIN) <u>31-1271870</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
 EIN: 31-1271870 Plan #001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	FIDELITY CASH RESERVES	Cash & Cash Equivalents	**	\$ 781,810
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	\$ 1,254,677
	BIOMARIN PHARMACEUTICAL INC	Common Stock	**	9,040
	CATASYS INC COM PAR \$.0001 NEW	Common Stock	**	2
	CELGENE CORP NFS LLC IS A MARKET	Common Stock	**	11,186
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	50,664
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	17,773
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	102,022
	FACEBOOK INC COM USD 0.000006 CL A	Common Stock	**	25,748
	GILEAD SCIENCES INC	Common Stock	**	4,713
	GOOGLE INC CL A	Common Stock	**	23,349
	GOOGLE INC CL C	Common Stock	**	23,163
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	43,248
	ISHARES TR FTSE XINHAU HK CHINA 25	Common Stock	**	64,672
	MARATHON OIL CORP	Common Stock	**	13,415
	MARATHON PETROLEUM CORP COM USDO.01	Common Stock	**	21,363
	MARVELL TECHNOLOGY GROUP LTD	Common Stock	**	9,667
	MEDCTRONIC INC NFS IS A SPECIALIST	Common Stock	**	12,705
	NUANCE COMMUNICATIONS INC	Common Stock	**	14,270
	PETROCHINA CO LTD SPON ADR	Common Stock	**	13,995
	PIMCO ETF TR INVT GRADE CORP BD	Common Stock	**	11,345
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	7,814
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	6,234
	POWERSHARES EXCHANGE TRADED FD TR INTL	Common Stock	**	15,527
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	7,237
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	5,535
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	3,112
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	11,066
	SPDR SER TR LEHMAN INTL TREAS BD ETF	Common Stock	**	16,718
	STARBUCKS CORP NFS LLC IS A MARKET	Common Stock	**	35,228
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	23,133
		Total Common Stocks		<u>\$ 1,858,621</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	\$ 3,053,816
	ALLIANZ NFJ DIVIDEND VALUE FUND	Mutual Fund	**	\$ 6,040,042
	AMG MANAGERS SKYLINE SPECIAL EQUITIES	Mutual Fund	**	27,804
	COLUMBIA MID CAP VALUE Y FUND	Mutual Fund	**	1,361,918
*	FIDELITY BALANCED K FUND	Mutual Fund	**	5,403,442
*	FIDELITY CAPITAL & INCOME	Mutual Fund	**	32,511
*	FIDELITY FREEDOM K 2005 FUND	Mutual Fund	**	24,819
*	FIDELITY FREEDOM K 2010 FUND	Mutual Fund	**	13,974
*	FIDELITY FREEDOM K 2015 FUND	Mutual Fund	**	336,318
*	FIDELITY FREEDOM K 2020 FUND	Mutual Fund	**	4,147,865
*	FIDELITY FREEDOM K 2025 FUND	Mutual Fund	**	1,276,999
*	FIDELITY FREEDOM K 2030 FUND	Mutual Fund	**	595,914
*	FIDELITY FREEDOM K 2035 FUND	Mutual Fund	**	179,899
*	FIDELITY FREEDOM K 2040 FUND	Mutual Fund	**	452,814
*	FIDELITY FREEDOM K 2045 FUND	Mutual Fund	**	682,516
*	FIDELITY FREEDOM K 2050 FUND	Mutual Fund	**	912,446
*	FIDELITY FREEDOM K 2055 FUND	Mutual Fund	**	106,051
*	FIDELITY FREEDOM K INCOME FUND	Mutual Fund	**	393,349
*	FIDELITY GLOBAL BALANCED	Mutual Fund	**	28,842
*	FIDELITY GOVERNMENT INCOME FUND	Mutual Fund	**	1,123,557
*	FIDELITY INTERNATIONAL DISCOVERY FUND K	Mutual Fund	**	653,874
*	FIDELITY INTERNAT'L REAL ESTATE FUND	Mutual Fund	**	9,268

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
 EIN: 31-1271870 Plan #001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	* FIDELITY MID CAP ENHANCED INDEX FUND	Mutual Fund	**	17,860
	* FIDELITY REAL ESTATE INCOME	Mutual Fund	**	18,281
	* FIDELITY SELECT CYCLICAL INDUSTRIES	Mutual Fund	**	23,631
	* FIDELITY SELECT ENERGY	Mutual Fund	**	13,529
	* FIDELITY SELECT ENERGY SERVICE	Mutual Fund	**	11,446
	* FIDELITY SELECT FOOD & AGRICULTURE	Mutual Fund	**	74,853
	* FIDELITY SELECT GOLD	Mutual Fund	**	4,783
	* FIDELITY SELECT HEALTH CARE	Mutual Fund	**	28,307
	* FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	18,686
	* FIDELITY SELECT MULTIMEDIA	Mutual Fund	**	49,823
	* FIDELITY SELECT TECHNOLOGY	Mutual Fund	**	21,761
	* FIDELITY SELECT TRANSPORT	Mutual Fund	**	32,216
	* FIDELITY STRATEGIC INCOME	Mutual Fund	**	20,492
	* FIDELITY STRUCTURED MID CAP VALUE	Mutual Fund	**	25,748
	* FIDELITY TOTAL BOND	Mutual Fund	**	39,676
	GLENMEDE SMALL CAP EQUITY INSTITUTIONAL FUND	Mutual Fund	**	895,621
	HARBOR CAPITAL APPRECIATION INSTITUTIONAL FUND	Mutual Fund	**	5,570,352
	HARBOR INTERNATIONAL INSTITUTIONAL FUND	Mutual Fund	**	3,798,174
	HENNESSY GAS UTILITY INVESTOR CL	Mutual Fund	**	49,050
	MSIF MID CAP GROWTH I FUND	Mutual Fund	**	3,766,167
	OBERWEIS INTERNATONL OPPORTUNITY FUND	Mutual Fund	**	21,420
	PARNASSUS EQUITY INCOME PORTFOLIO	Mutual Fund	**	112,185
	PIMCO INCOME FD CL D	Mutual Fund	**	41,923
	PIMCO TOTAL RETURN INSTITUTIONAL FUND	Mutual Fund	**	3,159,281
	PUTNAM EQUITY SPECTRUM FUND CL A	Mutual Fund	**	76,370
	RYDEX BIOTECHNOLOGY INV CLASS	Mutual Fund	**	48,518
	* SPARTAN 500 INDEX FUND	Mutual Fund	**	4,649,022
	* SPARTAN EXTENDED MARKET INDEX FUND	Mutual Fund	**	1,204,311
	T. ROWE PRICE EQUITY INCOME FUND	Mutual Fund	**	745,190
	WASATCH INTERNATIONAL GROWTH	Mutual Fund	**	16,858
	WFA EMERGING MARKETS EQUITY FUND 1	Mutual Fund	**	186,196
		Total Mutual Funds		<u>\$ 48,545,952</u>
	* Participant loans, 4.25% - 5.75%, various maturities through 2021	Participant Loans	\$ -	<u>\$ 240,131</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan

Financial Statements and Supplemental Schedule
December 31, 2014 and 2013
(With Independent Auditors' Report)

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INDEPENDENT AUDITORS' REPORT

To the Trustees of the
Burke, Inc. Profit Sharing and Pay Deferral Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan, which comprise the statements of net assets available for benefits as of December 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 controls relevant to the preparation and fair presentation of the 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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Other Matter

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

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio

June 23, 2015

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Investments at fair value	\$ 54,240,199	49,209,918
Notes receivable from participants	269,485	348,555
Contributions receivable - employer	<u>4,252</u>	<u>5,933</u>
Net assets available for benefits at fair value	54,513,936	49,564,406
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(44,636)</u>	<u>(36,110)</u>
Net assets available for benefits	\$ <u>54,469,300</u>	<u>49,528,296</u>

See accompanying notes to the financial statements.

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 399,369	6,897,659
Interest and dividends	2,974,516	1,537,593
Contributions:		
Participants	1,948,744	1,866,374
Employer	468,880	455,766
Rollovers	1,280,277	282,380
Interest income on notes receivable from participants	<u>10,887</u>	<u>12,534</u>
Total additions	<u>7,082,673</u>	<u>11,052,306</u>
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	2,139,816	2,596,168
Administrative expenses	<u>1,853</u>	<u>1,585</u>
Total deductions	<u>2,141,669</u>	<u>2,597,753</u>
Net change in net assets available for benefits	4,941,004	8,454,553
Net assets available for benefits, beginning of year	<u>49,528,296</u>	<u>41,073,743</u>
Net assets available for benefits, end of year	\$ <u>54,469,300</u>	<u>49,528,296</u>

See accompanying notes to the financial statements.

1. PLAN DESCRIPTION:

The following description of the Burke, Inc. Profit Sharing and Pay Deferral Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General

The Plan, which became effective on July 21, 1989, is a voluntary contribution profit sharing plan covering all eligible employees of Burke, Inc. (the "Employer"). Effective January 1, 2004, exempt non-highly compensated employees who have performed or are expected to perform 1,000 or more hours of service during the 12 months following their employment commencement date, become Plan participants on their employment commencement date. All other employees must complete one year and 1,000 or more hours of service to become Plan participants. The Plan is administered by certain employees of the Employer who act as an administrative committee and as trustees. Fidelity Management Trust Company ("Fidelity") is the Plan's trustee for all investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and the Internal Revenue Code of 1986 (the "Code"), as amended.

Contributions

Each year, participants may contribute to the Plan, on a pre-tax basis, 401(k) contributions and catch-up contributions up to limits set by the Plan and the Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants direct the investment of their contributions into various investment options offered by the Plan. All Employer contributions are discretionary. In 2014 and 2013, the Employer matched 50% of each participant's eligible compensation, as defined, for the period up to 7% with a maximum employer contribution of \$3,000.

Participant accounts

Each participant's account is credited with the contributions to the Plan on behalf of the participants and adjusted for earnings and losses thereon. Other than matching contributions, any discretionary Employer contributions are allocated based upon the ratio of a participant's compensation to total compensation, as defined. The benefit to which a participant is entitled is the vested amount that is in such participants' account at any given time.

Vesting

Participants are immediately 100% vested in their 401(k) contributions, catch-up contributions and rollover contributions, as adjusted for earnings and losses thereon. Participants become 100% vested in Employer contributions upon obtaining one hour of service.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of benefits

The Plan provides for a lump sum payment of benefits upon retirement, death or disability of the participant or upon termination of employment with the Employer.

Death benefits

A participant's vested account balance remaining in the Plan will be paid to the participant's beneficiary.

2. SUMMARY OF ACCOUNTING POLICIES:**Basis of accounting**

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. The statements of net assets available for benefits presents the fair value of the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contract. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits as of the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's administrative committee determines the Plan's valuation policies utilizing information provided by the investment advisers. See Note 4 for discussion of fair value measurements.

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

Operating expenses of the Plan

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

Subsequent events

The Plan has evaluated subsequent events through June 23, 2015, the date the financial statements were available to be issued.

3. INVESTMENTS:

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Allianz NFJ Dividend Value Fund	\$ 6,040,042	5,572,487
Harbor Capital Appreciation Institutional Fund	5,570,352	5,499,883
Fidelity Balanced K Fund	5,403,442	4,934,208
Spartan 500 Index Fund	4,649,022	4,438,582
Fidelity Freedom K 2020 Fund	4,147,865	**
Harbor International Institutional Fund	3,798,174	4,413,971
MSIF Mid Cap Growth I Fund	3,766,167	4,154,672
Pimco Total Return Institutional Fund	3,159,281	3,198,500
Fidelity Managed Income Portfolio (at contract value)	3,009,180	**

** Investment balance did not exceed 5% of net assets available for benefits or was not held by the Plan at the end of the year.

During 2014 and 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$399,369 and \$6,897,659, respectively, as follows:

	<u>2014</u>	<u>2013</u>
Mutual funds	\$ (13,414)	6,729,259
Common stocks	386,279	142,133
Common/collective trust	<u>26,504</u>	<u>26,267</u>
	<u>\$ 399,369</u>	<u>6,897,659</u>

4. FAIR VALUE MEASUREMENTS:

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted

quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Cash and cash equivalents: Valued at face value due to their high liquidity.

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

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

Common/collective trust: Valued at the ("NAV") of units of a collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal for the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2014 and 2013:

Investments at fair value as of December 31, 2014

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Mid/Large cap stock	\$ 37,565,218	-	-	37,565,218
International	4,714,631	-	-	4,714,631
Fixed income	4,701,007	-	-	4,701,007
Small cap stock	923,425	-	-	923,425
Bond	134,602	-	-	134,602
Industrial	189,542	-	-	189,542
Equity	29,758	-	-	29,758
Allocation	74,533	-	-	74,533
Other	<u>213,236</u>	<u>-</u>	<u>-</u>	<u>213,236</u>
Total mutual funds	<u>48,545,952</u>	<u>-</u>	<u>-</u>	<u>48,545,952</u>
Common stocks:				
Technology	1,362,060	-	-	1,362,060
Financial	161,327	-	-	161,327
Services	180,500	-	-	180,500
Consumer goods	79,503	-	-	79,503
Energy	48,773	-	-	48,773
Healthcare	<u>26,458</u>	<u>-</u>	<u>-</u>	<u>26,458</u>
Total common stocks	<u>1,858,621</u>	<u>-</u>	<u>-</u>	<u>1,858,621</u>
Common/collective trust	<u>-</u>	<u>3,053,816</u>	<u>-</u>	<u>3,053,816</u>
Cash and cash equivalents	<u>781,810</u>	<u>-</u>	<u>-</u>	<u>781,810</u>
Total investments at fair value	\$ <u>51,186,383</u>	<u>3,053,816</u>	<u>-</u>	<u>54,240,199</u>

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
Notes to the Financial Statements
December 31, 2014 and 2013

Investments at fair value as of December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Mid/Large cap stock	\$ 34,063,987	-	-	34,063,987
International	4,825,927	-	-	4,825,927
Fixed income	4,349,000	-	-	4,349,000
Small cap stock	824,561	-	-	824,561
Bond	234,121	-	-	234,121
Industrial	65,073	-	-	65,073
Equity	35,801	-	-	35,801
Allocation	25,604	-	-	25,604
Other	<u>241,786</u>	<u>-</u>	<u>-</u>	<u>241,786</u>
Total mutual funds	<u>44,665,860</u>	<u>-</u>	<u>-</u>	<u>44,665,860</u>
Common stocks:				
Technology	986,848	-	-	986,848
Financial	157,137	-	-	157,137
Services	148,904	-	-	148,904
Consumer goods	72,715	-	-	72,715
Energy	50,977	-	-	50,977
Healthcare	<u>9,909</u>	<u>-</u>	<u>-</u>	<u>9,909</u>
Total common stocks	<u>1,426,490</u>	<u>-</u>	<u>-</u>	<u>1,426,490</u>
Common/collective trust	<u>-</u>	<u>2,395,657</u>	<u>-</u>	<u>2,395,657</u>
Cash and cash equivalents	<u>721,911</u>	<u>-</u>	<u>-</u>	<u>721,911</u>
Total investments at fair value	\$ <u>46,814,261</u>	<u>2,395,657</u>	<u>-</u>	<u>49,209,918</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014 and 2013, respectively.

<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$3,053,816	n/a	Daily	Daily
<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common/collective trust	\$2,395,657	n/a	Daily	Daily

5. RELATED-PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual and money market funds issued by Fidelity Investments. Fidelity Investments is an affiliate of Fidelity Management Trust Company, the trustee to the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment manager services are included in net appreciation in fair value of the investment. The plan made direct payments to the third party administrator totaling \$1,853 and \$1,585 for the years ended December 31, 2014 and 2013, respectively. The Employer pays directly any other fees related to the Plan's operations.

6. PLAN TERMINATION:

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

7. INCOME TAX STATUS:

The Plan obtained its latest determination letter on September 7, 2011, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has since been amended. The Employer believes that the Plan currently is designed and is being operated in compliance with the applicable requirements of the Code, and the related trust continues to be tax exempt as of December 31, 2014. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are 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 in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

8. INFORMATION CERTIFIED BY PLAN'S TRUSTEE:

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee, has certified to the completeness and accuracy of all investments as of December 31, 2014 and 2013, and the related investment activity for the years then ended.

9. RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment

securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. SUBSEQUENT EVENT:

Effective June 8, 2015, the Plan was amended to allow for automatic enrollment of eligible employees. Upon attaining eligibility, an employee's compensation will be automatically reduced by 3%, the automatic deferral rate, increasing by 1% annually up to a 7% maximum, unless the participant elects otherwise.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of the amounts reported in the financial statements, as of and for the years ended December 31, 2014 and 2013, and those reported on the Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 54,469,300	49,528,296
Loans deemed distributed	(29,354)	(29,674)
Adjustment to fair value	<u>44,636</u>	<u>36,110</u>
Net assets available for benefits per Form 5500	\$ <u>54,484,582</u>	<u>49,534,732</u>
Net change in net assets available for benefits per the financial statements	\$ 4,941,004	8,454,553
Change in adjustment to fair value	8,526	(48,655)
Interest income on loans deemed distributed	(1,248)	(1,134)
Deemed distributions of participant loans	<u>1,568</u>	<u>(2,589)</u>
Net change in net assets available for benefits per Form 5500	\$ <u>4,949,850</u>	<u>8,402,175</u>

Burke, Inc. Profit Sharing and Pay Deferral Savings Plan
 EIN: 31-1271870 Plan #001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	FIDELITY CASH RESERVES	Cash & Cash Equivalents	**	\$ 781,810
	APPLE COMPUTER INC NFS LLC IS A MARKET	Common Stock	**	\$ 1,254,677
	BIOMARIN PHARMACEUTICAL INC	Common Stock	**	9,040
	CATASYS INC COM PAR \$.0001 NEW	Common Stock	**	2
	CELGENE CORP NFS LLC IS A MARKET	Common Stock	**	11,186
	COCA COLA CO NFS IS A SPECIALIST	Common Stock	**	50,664
	CORNING INC NFS IS A SPECIALIST	Common Stock	**	17,773
	DISNEY WALT CO DEL (HOLDING COMPANY)	Common Stock	**	102,022
	FACEBOOK INC COM USD 0.000006 CL A	Common Stock	**	25,748
	GILEAD SCIENCES INC	Common Stock	**	4,713
	GOOGLE INC CL A	Common Stock	**	23,349
	GOOGLE INC CL C	Common Stock	**	23,163
	HOME DEPOT INC NFS IS A SPECIALIST	Common Stock	**	43,248
	ISHARES TR FTSE XINHAU HK CHINA 25	Common Stock	**	64,672
	MARATHON OIL CORP	Common Stock	**	13,415
	MARATHON PETROLEUM CORP COM USDO.01	Common Stock	**	21,363
	MARVELL TECHNOLOGY GROUP LTD	Common Stock	**	9,667
	MEDCTRONIC INC NFS IS A SPECIALIST	Common Stock	**	12,705
	NUANCE COMMUNICATIONS INC	Common Stock	**	14,270
	PETROCHINA CO LTD SPON ADR	Common Stock	**	13,995
	PIMCO ETF TR INVT GRADE CORP BD	Common Stock	**	11,345
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	7,814
	POWERSHARES EXCHANGE TRADED FD TR II	Common Stock	**	6,234
	POWERSHARES EXCHANGE TRADED FD TR INTL	Common Stock	**	15,527
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	7,237
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	5,535
	POWERSHARES GLOBAL EXCHANGE TRADED FD	Common Stock	**	3,112
	PROCTER & GAMBLE CO NFS IS A SPECIALIST	Common Stock	**	11,066
	SPDR SER TR LEHMAN INTL TREAS BD ETF	Common Stock	**	16,718
	STARBUCKS CORP NFS LLC IS A MARKET	Common Stock	**	35,228
	VANGUARD SPECIALIZED PORTFOLIOS DIV	Common Stock	**	23,133
		Total Common Stocks		<u>\$ 1,858,621</u>
*	FIDELITY MANAGED INCOME PORTFOLIO	Common/Collective Trust	**	\$ 3,053,816
	ALLIANZ NFJ DIVIDEND VALUE FUND	Mutual Fund	**	\$ 6,040,042
	AMG MANAGERS SKYLINE SPECIAL EQUITIES	Mutual Fund	**	27,804
	COLUMBIA MID CAP VALUE Y FUND	Mutual Fund	**	1,361,918
*	FIDELITY BALANCED K FUND	Mutual Fund	**	5,403,442
*	FIDELITY CAPITAL & INCOME	Mutual Fund	**	32,511
*	FIDELITY FREEDOM K 2005 FUND	Mutual Fund	**	24,819
*	FIDELITY FREEDOM K 2010 FUND	Mutual Fund	**	13,974
*	FIDELITY FREEDOM K 2015 FUND	Mutual Fund	**	336,318
*	FIDELITY FREEDOM K 2020 FUND	Mutual Fund	**	4,147,865
*	FIDELITY FREEDOM K 2025 FUND	Mutual Fund	**	1,276,999
*	FIDELITY FREEDOM K 2030 FUND	Mutual Fund	**	595,914
*	FIDELITY FREEDOM K 2035 FUND	Mutual Fund	**	179,899
*	FIDELITY FREEDOM K 2040 FUND	Mutual Fund	**	452,814
*	FIDELITY FREEDOM K 2045 FUND	Mutual Fund	**	682,516
*	FIDELITY FREEDOM K 2050 FUND	Mutual Fund	**	912,446
*	FIDELITY FREEDOM K 2055 FUND	Mutual Fund	**	106,051
*	FIDELITY FREEDOM K INCOME FUND	Mutual Fund	**	393,349
*	FIDELITY GLOBAL BALANCED	Mutual Fund	**	28,842
*	FIDELITY GOVERNMENT INCOME FUND	Mutual Fund	**	1,123,557
*	FIDELITY INTERNATIONAL DISCOVERY FUND K	Mutual Fund	**	653,874
*	FIDELITY INTERNAT'L REAL ESTATE FUND	Mutual Fund	**	9,268

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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	* FIDELITY MID CAP ENHANCED INDEX FUND	Mutual Fund	**	17,860
	* FIDELITY REAL ESTATE INCOME	Mutual Fund	**	18,281
	* FIDELITY SELECT CYCLICAL INDUSTRIES	Mutual Fund	**	23,631
	* FIDELITY SELECT ENERGY	Mutual Fund	**	13,529
	* FIDELITY SELECT ENERGY SERVICE	Mutual Fund	**	11,446
	* FIDELITY SELECT FOOD & AGRICULTURE	Mutual Fund	**	74,853
	* FIDELITY SELECT GOLD	Mutual Fund	**	4,783
	* FIDELITY SELECT HEALTH CARE	Mutual Fund	**	28,307
	* FIDELITY SELECT INDUSTRIAL MATERIALS	Mutual Fund	**	18,686
	* FIDELITY SELECT MULTIMEDIA	Mutual Fund	**	49,823
	* FIDELITY SELECT TECHNOLOGY	Mutual Fund	**	21,761
	* FIDELITY SELECT TRANSPORT	Mutual Fund	**	32,216
	* FIDELITY STRATEGIC INCOME	Mutual Fund	**	20,492
	* FIDELITY STRUCTURED MID CAP VALUE	Mutual Fund	**	25,748
	* FIDELITY TOTAL BOND	Mutual Fund	**	39,676
	GLENMEDE SMALL CAP EQUITY INSTITUTIONAL FUND	Mutual Fund	**	895,621
	HARBOR CAPITAL APPRECIATION INSTITUTIONAL FUND	Mutual Fund	**	5,570,352
	HARBOR INTERNATIONAL INSTITUTIONAL FUND	Mutual Fund	**	3,798,174
	HENNESSY GAS UTILITY INVESTOR CL	Mutual Fund	**	49,050
	MSIF MID CAP GROWTH I FUND	Mutual Fund	**	3,766,167
	OBERWEIS INTERNATONL OPPORTUNITY FUND	Mutual Fund	**	21,420
	PARNASSUS EQUITY INCOME PORTFOLIO	Mutual Fund	**	112,185
	PIMCO INCOME FD CL D	Mutual Fund	**	41,923
	PIMCO TOTAL RETURN INSTITUTIONAL FUND	Mutual Fund	**	3,159,281
	PUTNAM EQUITY SPECTRUM FUND CL A	Mutual Fund	**	76,370
	RYDEX BIOTECHNOLOGY INV CLASS	Mutual Fund	**	48,518
	* SPARTAN 500 INDEX FUND	Mutual Fund	**	4,649,022
	* SPARTAN EXTENDED MARKET INDEX FUND	Mutual Fund	**	1,204,311
	T. ROWE PRICE EQUITY INCOME FUND	Mutual Fund	**	745,190
	WASATCH INTERNATIONAL GROWTH	Mutual Fund	**	16,858
	WFA EMERGING MARKETS EQUITY FUND 1	Mutual Fund	**	186,196
		Total Mutual Funds		<u>\$ 48,545,952</u>
	* Participant loans, 4.25% - 5.75%, various maturities through 2021	Participant Loans	\$ -	<u>\$ 240,131</u>

* Investment with party-in-interest to the Plan

** Cost information is not required to be disclosed since investment is participant directed