

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
---	---	---

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 ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN	<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;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 02/15/2010</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 02/15/2010	
1b Three-digit plan number (PN) ▶	002				
1c Effective date of plan 02/15/2010					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) ARIEL CORPORATION 35 BLACKJACK ROAD MOUNT VERNON, OH 43050	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 31-0721681</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 740-397-0311</td> </tr> <tr> <td>2d Business code (see instructions) 331200</td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) 31-0721681	2c Plan Sponsor's telephone number 740-397-0311	2d Business code (see instructions) 331200	
2b Employer Identification Number (EIN) 31-0721681					
2c Plan Sponsor's telephone number 740-397-0311					
2d Business code (see instructions) 331200					

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.	07/28/2015	DAVID STULLER
	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	1086
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		6a(1)	1041
a(2) Total number of active participants at the end of the plan year		6a(2)	1165
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	51
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	1216
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	2
f Total. Add lines 6d and 6e		6f	1218
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1214
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	20
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 2H 2J 2K 2T 3D 3F			
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 ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 ARIEL CORPORATION	D Employer Identification Number (EIN) 31-0721681	

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

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

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

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

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

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

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

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

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

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

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

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

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	RECORDKEEPER	19000	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		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DEUT SM CAP VAL S - DEAWM SERVICE 210 WEST 10TH STREET KANSAS CITY, MO 64105-1614	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.
HARBOR INTL ADM - HARBOR SERVICES 34-1953399	0.25%	
(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.
LD ABBETT DEV GRTH I - DST SYSTEMS 43-1581814	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.	
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(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 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.
---	--	--

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

A Name of plan <u>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ARIEL CORPORATION</u>	D Employer Identification Number (EIN) <u>31-0721681</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE FD C

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2250946-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1136958</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

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>8127841</u>
---------------------------------------	-------------------------------	--

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)**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>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARIEL CORPORATION</u>		D Employer Identification Number (EIN) <u>31-0721681</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	21858	8581
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	7900672	9003111
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	220797	257703
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1695523	1634635
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	203572	1531080
(B) All other.....	1c(3)(B)	11463508	9901782
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	54931759	62636150
(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)	1112283	1441833
(9) Value of interest in common/collective trusts	1c(9)	4990947	9145998
(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)	60166330	66330063
(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	142707249	161890936

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	81087	36566
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	81087	36566

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	142626162	161854370
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11787536	
(B) Participants	2a(1)(B)	4010714	
(C) Others (including rollovers)	2a(1)(C)	110135	
(2) Noncash contributions	2a(2)	0	15908385
(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)	26178	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	592079	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	131876	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		750133
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	729089	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3247186	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3976275
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	8908467	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	8660705	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		247762
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	5593509	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5593509

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		72366
(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)		-1539126
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		25009304

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	5745844	
(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)		5745844
f Corrective distributions (see instructions).....	2f		16127
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)	19125	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		19125
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5781096

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		19228208
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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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.		X	
4n		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARIEL CORPORATION</u>	D Employer Identification Number (EIN) <u>31-0721681</u>

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

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

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARIEL CORPORATION
EMPLOYEE RETIRMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pimco Total Return Admin	Registered Investment Company	**	802,896
	DFA US Target Value Fund	Registered Investment Company	**	635,146
	Lord Abbett Developing Growth I	Registered Investment Company	**	775,210
	Harbor International Admin	Registered Investment Company	**	886,923
*	Fidelity Low Priced Stock	Registered Investment Company	**	2,373,889
*	Fidelity Freedom Income	Registered Investment Company	**	207,359
*	Fidelity Freedom 2010	Registered Investment Company	**	77,133
*	Fidelity Freedom 2020	Registered Investment Company	**	4,046,392
*	Fidelity Freedom 2030	Registered Investment Company	**	4,329,546
*	Fidelity Spartan 500 ADV	Registered Investment Company	**	1,248,200
*	Fidelity Freedom 2040	Registered Investment Company	**	1,923,233
*	Fidelity Freedom 2005	Registered Investment Company	**	14,094
*	Fidelity Freedom 2015	Registered Investment Company	**	1,733,555
*	Fidelity Freedom 2025	Registered Investment Company	**	4,267,932
*	Fidelity Freedom 2035	Registered Investment Company	**	2,657,769
*	Fidelity Freedom 2045	Registered Investment Company	**	2,092,388
*	Fidelity Freedom 2050	Registered Investment Company	**	2,058,264
*	Fidelity Freedom 2055	Registered Investment Company	**	509,183
	Acadian Emerging Markets Debt	221,364.535 shares of Registered Investment Company	2,020,654	1,837,326
	Artisan International Institute	77,032.242 shares of Registered Investment Company	2,269,455	2,322,522
	DFA Emerging Markets Portfolio	200,968.981 shares of Registered Investment Company	5,161,955	5,032,263
	Dodge & Cox International Stock Fund	131,607.4 shares of Registered Investment Company	437,181	5,541,988
*	Fidelity Small Cap Value Fund	206,182.072 shares of Registered Investment Company	3,717,645	3,903,027
	Hartford Small Cap Growth Y	56,167.256 shares of Registered Investment Company	2,710,254	2,910,026
	Hartford Total Return Bond HLS Fund Class 1A	239,378.562 shares of Registered Investment Company	2,834,478	2,783,973
	Pimco Emerging Local Bond Inst	222,411.528 shares of Registered Investment Company	2,104,376	1,850,464
	Vanguard International Growth	33,077.156 shares of Registered Investment Company	2,302,076	2,264,793
	Western Asset Core Plus Bond Portfolio Inst	534,316.327 shares of Registered Investment Company	6,229,058	6,219,442
	Western Asset Total Return UNC	22,576.594 shares of Registered Investment Company	1,038,218	1,025,127
	Subtotal of registered investment company investments			66,330,063
*	Notes receivable from participants	Loans, 10.00%	**	1,441,833
	Total of all investments and notes receivable from participants			<u>\$ 150,986,906</u>

* Represents a party-in-interest

** Cost is not required for participant directed accounts

The above information has been certified by Fidelity Management Trust Company., the trustee, as complete and accurate.

Ariel Corporation Employee Retirement Plan

Audited Financial Statements

December 31, 2014 and 2013



Rea & associates

www.reacpa.com

**ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN**

**AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013**

CONTENTS

	<u>PAGE</u>
Independent Auditor's Report.....	1-2
Statements of Net Assets Available for Plan Benefits.....	3
Statements of Changes in Net Assets Available for Plan Benefits	4
Notes to Financial Statements.....	5-13
Schedule of Assets Held for Investment Purposes	14-16



To the Employee Benefit Plan Committee of
Ariel Corporation Employee Retirement Plan
Mt. Vernon, OH 43050

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ariel Corporation Employee Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of December 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 schedule of assets held at the end of the year as of the year ended December 31, 2014 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes 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 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 or provided by the agent of 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.

Rea & Associates, Inc.

Millersburg, Ohio

July 22, 2015

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
AS OF DECEMBER 31, 2014 AND 2013

ASSETS

	<u>2014</u>	<u>2013</u>
INVESTMENTS AT FAIR VALUE:		
Common collective trust fund	\$ 9,145,998	\$ 4,990,947
Common stocks	62,636,150	54,931,759
Corporate bonds and debentures	11,432,862	11,667,080
Registered investment companies	<u>66,330,063</u>	<u>60,166,330</u>
	149,545,073	131,756,116
RECEIVABLES:		
Employer contribution	9,003,111	7,900,672
Notes receivable from participants	1,441,833	1,112,283
Other	<u>257,703</u>	<u>220,797</u>
	10,702,647	9,233,752
Cash & cash equivalents	<u>1,643,216</u>	<u>1,717,381</u>
Total assets	161,890,936	142,707,249
LIABILITIES:		
Other liabilities	<u>36,566</u>	<u>81,087</u>
Net assets available for benefits	<u><u>\$ 161,854,370</u></u>	<u><u>\$ 142,626,162</u></u>

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 4,374,511	\$ 18,323,916
Dividends and interest	4,594,532	3,719,282
Total investment income	<u>8,969,043</u>	<u>22,043,198</u>
Interest income from participant loans	131,876	73,427
Contributions:		
Participants	4,010,714	3,249,170
Employer	11,787,536	10,346,727
Rollover	110,135	191,420
Total contributions	<u>15,908,385</u>	<u>13,787,317</u>
Total additions	25,009,304	35,903,942
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	5,761,971	2,856,566
Administrative expenses	19,125	76,556
Total deductions	<u>5,781,096</u>	<u>2,933,122</u>
Change in net assets	19,228,208	32,970,820
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	<u>142,626,162</u>	<u>109,655,342</u>
End of the year	<u><u>\$ 161,854,370</u></u>	<u><u>\$ 142,626,162</u></u>

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of Ariel Corporation Employee Retirement Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution safe harbor plan covering all employees of the company who have attained age 18 and are credited with three months of service. The Plan Committee is responsible for oversight of the Plan. The Plan Committee, along with investment advisors, determines the appropriateness of the Plan’s investment offerings and monitoring of investment performance. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute a percentage of their pre-tax or post-tax salary that is not more than the maximum amount allowed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company provides a safe harbor matching contribution per the Plan agreement. The Company also may elect to make additional profit sharing contributions to the Plan as determined by the Board of Directors. The contributions are allocated among all participants so that each participant will be allocated the same percentage of their compensation.

Participant Accounts

Each participant’s account is credited with the participant’s and employer contributions, allocations of plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are immediately 100% vested in their contributions and employer matching contributions plus actual earnings thereon. All employer profit sharing contributions are fully vested after six years of credited service as required by the Pension Protection Act of 2006.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions in any of several investment options. Participants may change their investment options at anytime.

Notes Receivable from Participants

Participants may borrow from their accounts up to 50% of a participant’s vested account, with a minimum of \$1,000, not to exceed \$50,000, at the discretion of the Plan’s trustee. All loans are subject to the terms and conditions of the Plan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon attainment of age 65 or on termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant’s vested account.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (continued)

Forfeited Accounts

At December 31, 2014 and 2013 forfeited non-vested accounts totaled \$136,137 and \$154,504 respectively. These accounts will be reallocated as employer contributions.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method 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 Statement of Net Assets Available for Benefits presents the contract value of the investment contracts since contract value approximates fair value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit responsive investment contracts.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies and common collective trust fund held by Fidelity Management Trust Company are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. 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 Employee Benefit Plan Committee determines the Plan's valuation policies utilizing information provided by the investment trustee and insurance company. See Note 5 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. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of the Plan are paid directly by the Plan sponsor and are excluded from these financial statements. Fees related to administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Recordkeeping and other administrative expenses, including asset management fees, are included in net appreciation of fair value of investments.

Recent Accounting Pronouncements

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non-public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

Subsequent Event

Subsequent events have been evaluated through July 22, 2015, which is the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2014 and 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (the trustee and recordkeeper of the Plan).

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 4: INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

2014

Registered Investment Companies:

Dodge & Cox International Stock Fund	\$5,541,988*
--------------------------------------	--------------

2013

Registered Investment Companies:

Dodge & Cox International Stock Fund	\$7,544,736
--------------------------------------	-------------

*Shown for comparative purposes.

During 2014 and 2013, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$4,374,511 and \$18,323,916, respectively as follows:

	<u>2014</u>	<u>2013</u>
Common stocks and bonds	\$ 5,841,271	\$ 13,745,490
Registered investment companies	(1,539,126)	4,525,025
Common collective trust fund	<u>72,366</u>	<u>53,401</u>
	<u>\$ 4,374,511</u>	<u>\$ 18,323,916</u>

NOTE 5: FAIR VALUE MEASUREMENTS

Generally Accepted Accounting Principles include a framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS (continued)

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

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

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

Corporate bonds and debentures: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Registered investment companies: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Common collective trust: Valued based on the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust 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.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS (continued)

Assets at Fair Value as of December 31, 2014

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust				
Capital preservation	\$ 0	\$ 9,145,998	\$ 0	\$ 9,145,998
Common stocks				
Materials	2,600,266	0	0	2,600,266
Industrials	14,367,021	0	0	14,367,021
Consumer discretionary	5,799,131	0	0	5,799,131
Consumer staples	4,046,764	0	0	4,046,764
Energy	3,481,774	0	0	3,481,774
Financials	9,846,629	0	0	9,846,629
Health care	10,843,905	0	0	10,843,905
Information technology	<u>11,650,660</u>	<u>0</u>	<u>0</u>	<u>11,650,660</u>
Total common stocks	<u>62,636,150</u>	<u>0</u>	<u>0</u>	<u>62,636,150</u>
Corporate bonds and debentures				
US corporate bonds	11,432,862	0	0	11,432,862
Registered investment companies				
Large company stocks	1,248,200	0	0	1,248,200
Small/mid co. stocks	10,597,297	0	0	10,597,297
International stocks	17,885,814	0	0	17,885,814
Bonds	12,681,902	0	0	12,681,902
Asset allocation	<u>23,916,850</u>	<u>0</u>	<u>0</u>	<u>23,916,850</u>
Total registered investment companies	<u>66,330,063</u>	<u>0</u>	<u>0</u>	<u>66,330,063</u>
Total assets at fair value	<u>\$140,399,075</u>	<u>\$ 9,145,998</u>	<u>\$ 0</u>	<u>\$149,545,073</u>

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS (continued)

Assets at Fair Value as of December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust				
Capital preservation	\$ 0	\$ 4,990,947	\$ 0	\$ 4,990,947
Common stocks				
Materials	1,538,168	0	0	1,538,168
Industrials	13,844,361	0	0	13,844,361
Consumer discretionary	5,147,921	0	0	5,147,921
Consumer staples	3,455,660	0	0	3,455,660
Energy	4,684,257	0	0	4,684,257
Financials	8,896,089	0	0	8,896,089
Health care	9,377,256	0	0	9,377,256
Information technology	<u>7,988,047</u>	<u>0</u>	<u>0</u>	<u>7,988,047</u>
Total common stocks	<u>54,931,759</u>	<u>0</u>	<u>0</u>	<u>54,931,759</u>
Corporate bonds and debentures				
US corporate bonds	11,667,080	0	0	11,667,080
Registered investment companies				
Large company stocks	818,852	0	0	818,852
Small/mid co. stocks	9,918,463	0	0	9,918,463
International stocks	19,582,447	0	0	19,582,447
Bonds	11,519,079	0	0	11,519,079
Asset allocation	<u>18,327,489</u>	<u>0</u>	<u>0</u>	<u>18,327,489</u>
Total registered investment companies	<u>60,166,330</u>	<u>0</u>	<u>0</u>	<u>60,166,330</u>
Total assets at fair value	<u>\$126,765,169</u>	<u>\$ 4,990,947</u>	<u>\$ 0</u>	<u>\$131,756,116</u>

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5: FAIR VALUE MEASUREMENTS (continued)

December 31, 2014	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio (a)	\$8,009,041	n/a	Daily	None
Wells Fargo Stable Value Fund (b)	\$1,136,957			

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio (a)	\$4,274,427	n/a	Daily	None
Wells Fargo Stable Value Fund (b)	\$716,520			

- (a) The fund seeks to preserve your principal investment while earning a level of interest income that is consistent with principal preservation. The fund invests in benefit-responsive investment contracts issued by insurance companies and other financial institutions ("Contracts"), fixed income securities, and money market funds. Under the terms of the Contracts, the assets of the fund are invested in fixed income securities (which may include, but are not limited to, U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, and collective investment vehicles and shares of investment companies that invest primarily in fixed income securities) and shares of money market funds. The fund may also invest in futures contracts, option contracts, and swap agreements. The fair values of investments in this category have been estimated using the net asset value per share of the underlying investments.
- (b) The fund seeks to provide investors with a moderate level of stable income without principal volatility. The fund will pursue its objective by actively managing a diversified portfolio of investment contracts, and the associated portfolio of Underlying Assets. All investment contract issuers and securities utilized by the fund must be rated investment grade by one of the Nationally Recognized Statistical Rating Organizations at time of purchase. The fund generally invests up to 95% of its assets in GICs, Separate Account GICs and Security Backed Investment Contracts. The fund will generally not invest more than 3% of its total assets in the GICs of a single issuer at the time of purchase. Short-term money market funds may comprise between 5% and 50% of total fund assets. The duration of the fund is not to exceed 3.5 years. The fair values of investment in this category have been estimated using the net asset value per share of the underlying investment.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Fidelity Management Trust Company. As defined by the Plan, Fidelity is the trustee and, therefore, these transactions qualify as party-in-interest.

NOTE 7: PLAN TERMINATION

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

NOTE 8: TAX STATUS

The Plan adopted a volume submitter document provided by Fidelity, which obtained its latest opinion on March 31, 2014 from the Internal Revenue Service stating that the Plan as written is in compliance with applicable requirements of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management 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.

There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 9: RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rates, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Managed Income Portfolio Wells Fargo Stable Value Fund	Common Collective Trust Fund Common Collective Trust Fund	** 707,574	\$ 8,009,041 1,136,957
	Subtotal of common collective trusts			9,145,998
	Aaron's Inc Class A	33,200 shares of common stock	669,995	1,014,924
	Abbott Laboratories	15,375 shares of common stock	284,339	1,095,112
	Abbvie Inc.	15,375 share of common stock	304,062	1,060,128
	Accenture PLC Ireland Shares Class A	20,500 share of common stock	710,260	1,830,855
	Allergan Inc	12,375 shares of common stock	699,994	2,843,391
	Amphenol Corp	19,550 shares of common stock	677,196	2,103,971
	ANSYS Inc	24,150 shares of common stock	717,654	2,066,400
	Apache Corp	12,300 shares of common stock	765,132	788,075
	BB & T Corporation	35,000 shares of common stock	855,273	1,361,150
	Blackrock Inc.	3,670 shares of common stock	1,013,618	1,510,691
	CF Industry Holdings Inc	4,025 shares of common stock	820,620	1,280,938
	Citigroup Inc.	21,500 shares of common stock	1,002,024	876,582
	Danaher Corp	28,075 shares of common stock	653,719	2,449,163
	Dover Corp	18,475 shares of common stock	610,426	1,325,027
	Esterline Technologies Corp	17,175 shares of common stock	783,940	2,105,856
	Expeditors International Washington Inc	23,450 shares of common stock	416,133	1,078,447
	Exxon Mobil Corp	18,125 shares of common stock	770,167	1,675,656
	Fiserv Inc	26,250 shares of common stock	653,201	1,958,772
	Gentex Corp	46,400 shares of common stock	882,477	1,784,822
	Gildan Activewear	32,225 shares of common stock	745,647	1,850,599
	Gilead Sciences Inc	29,925 shares of common stock	727,542	2,514,386
	Goldman Sachs Group Inc	6,275 shares of common stock	585,061	1,361,656
	Graco Inc	15,350 shares of common stock	1,171,328	1,230,763
	Halliburton Co	16,900 shares of common stock	1,124,872	664,677
	Hartford Financial Services Group, Inc.	35,925 shares of common stock	663,854	1,530,023
	Helmerich & Payne Inc.	9,975 share of common stock	580,146	1,018,042
	Henry Schein Inc.	14,600 shares of common stock	839,049	1,902,696
	Home Depot Inc	16,175 shares of common stock	549,592	1,522,065
	IHS Inc Class A	12,250 shares of common stock	719,567	1,281,150
	Ingredion, Inc	14,125 shares of common stock	784,298	1,232,301
	Neogen Corporation	29,625 shares of common stock	683,648	1,428,192
	Open Text Corporation	15,675 shares of common stock	722,052	1,826,451
	Pepsico Inc	17,000 shares of common stock	756,082	1,607,520
	Proctor & Gamble Co	13,250 shares of common stock	546,271	1,206,943
	QUALCOMM Incorporated	15,450 shares of common stock	852,956	1,148,399
	Ross Stores Inc.	14,975 shares of common stock	817,275	1,411,544
	Skyworks Solution Inc	35,025 shares of common stock	1,082,031	2,546,668
	Towers Watson & Co CI A	12,425 shares of common stock	826,239	1,479,698
	Valspar Corp	21,575 shares of common stock	537,292	1,935,589
	Wells Fargo & Co	28,825 shares of common stock	724,189	1,726,828
	Subtotal of common stocks			62,636,150

ARIEL CORPORATION
EMPLOYEE RETIRMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Alcoa Inc	\$500,000 note at 6.750% interest, maturity date 7/15/18	586,250	561,385
	Banc One	\$500,000 note at 9.875% interest, maturity date 3/1/19	627,200	609,883
	Cliffs Nat Res	\$750,000 note at 3.95% interest, maturity date 1/15/18	753,440	487,500
	Countrywide Financial	\$500,000 note at 6.250% interest, maturity date 5/15/16	545,295	530,782
	Entergy Corp	\$345,000 note at 4.700% interest, maturity date 1/15/17	376,194	363,336
	Goldman Sachs Group Inc	\$500,000 note at 5.625% interest, maturity date 1/15/17	551,510	536,327
	Goldman Sachs Group Inc	\$200,000 note at 6.000% interest, maturity date 5/1/14	214,709	356,838
	Hartford Financial Services	\$500,000 note at 4.000% interest, maturity date 10/15/17	537,541	531,652
	Hewlett-Packard Co Global	\$500,000 note at 5.500% interest, maturity date 3/1/18	553,700	551,852
	International Paper Company	\$500,000 note at 5.300% interest, maturity date 4/1/15	545,859	249,613
	Morgan Stanley	\$775,000 note at 4.750% interest, maturity date 4/1/14	802,319	564,397
	Newmont Mining MTN	\$500,000 note at 5.125% interest, maturity date 10/19	553,925	535,821
	Ohio Savings Capital Tr 144A	\$250,000 note at 9.500% interest, maturity date 6/3/27	750	750
	Plains Exploration	\$155,000 note at 6.125% interest, maturity date 6/15/19	166,935	246,810
	PPL Energy Supp	\$500,000 note at 5.700% interest, maturity date 10/15/35	545,567	510,950
	PSEG Power LLC Sr Note	\$500,000 note at 5.500% interest, maturity date 12/1/15	560,555	520,743
	Southwestern Electric Pwr Co	\$475,000 note at 5.375% interest, maturity date 4/15/15	513,082	480,864
	Spectra Energy	\$500,000 note at 2.950% interest, maturity date 6/15/16	515,820	512,959
	Tech Data	\$325,000 note at 3.750% interest, maturity date 9/21/17	334,425	335,754
	Textron Inc.	\$250,000 note at 6.200% interest, maturity date 3/15/15	274,614	252,509
	Transocean	\$500,000 note at 5.050% interest, maturity date 12/15/16	558,836	961,858
	Transocean	\$500,000 note, maturity date 12/15/16	1,115,900	502,540
	Valspar Corporate Note	\$500,000 note at 5.100% interest, maturity date 8/1/15	546,613	511,926
	Weyerhaeuser Co	\$600,000 note at 7.375% interest, maturity date 10/1/19	734,716	715,813
	Subtotal of corporate bonds and debentures			11,432,862

ARIEL CORPORATION
EMPLOYEE RETIRMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pimco Total Return Admin	Registered Investment Company	**	802,896
	DFA US Target Value Fund	Registered Investment Company	**	635,146
	Lord Abbett Developing Growth I	Registered Investment Company	**	775,210
	Harbor International Admin	Registered Investment Company	**	886,923
*	Fidelity Low Priced Stock	Registered Investment Company	**	2,373,889
*	Fidelity Freedom Income	Registered Investment Company	**	207,359
*	Fidelity Freedom 2010	Registered Investment Company	**	77,133
*	Fidelity Freedom 2020	Registered Investment Company	**	4,046,392
*	Fidelity Freedom 2030	Registered Investment Company	**	4,329,546
*	Fidelity Spartan 500 ADV	Registered Investment Company	**	1,248,200
*	Fidelity Freedom 2040	Registered Investment Company	**	1,923,233
*	Fidelity Freedom 2005	Registered Investment Company	**	14,094
*	Fidelity Freedom 2015	Registered Investment Company	**	1,733,555
*	Fidelity Freedom 2025	Registered Investment Company	**	4,267,932
*	Fidelity Freedom 2035	Registered Investment Company	**	2,657,769
*	Fidelity Freedom 2045	Registered Investment Company	**	2,092,388
*	Fidelity Freedom 2050	Registered Investment Company	**	2,058,264
*	Fidelity Freedom 2055	Registered Investment Company	**	509,183
	Acadian Emerging Markets Debt	221,364.535 shares of Registered Investment Company	2,020,654	1,837,326
	Artisan International Institute	77,032.242 shares of Registered Investment Company	2,269,455	2,322,522
	DFA Emerging Markets Portfolio	200,968.981 shares of Registered Investment Company	5,161,955	5,032,263
	Dodge & Cox International Stock Fund	131,607.4 shares of Registered Investment Company	437,181	5,541,988
*	Fidelity Small Cap Value Fund	206,182.072 shares of Registered Investment Company	3,717,645	3,903,027
	Hartford Small Cap Growth Y	56,167.256 shares of Registered Investment Company	2,710,254	2,910,026
	Hartford Total Return Bond HLS Fund Class 1A	239,378.562 shares of Registered Investment Company	2,834,478	2,783,973
	Pimco Emerging Local Bond Inst	222,411.528 shares of Registered Investment Company	2,104,376	1,850,464
	Vanguard International Growth	33,077.156 shares of Registered Investment Company	2,302,076	2,264,793
	Western Asset Core Plus Bond Portfolio Inst	534,316.327 shares of Registered Investment Company	6,229,058	6,219,442
	Western Asset Total Return UNC	22,576.594 shares of Registered Investment Company	1,038,218	1,025,127
	Subtotal of registered investment company investments			66,330,063
*	Notes receivable from participants	Loans, 10.00%	**	1,441,833
	Total of all investments and notes receivable from participants			<u>\$ 150,986,906</u>

* Represents a party-in-interest

** Cost is not required for participant directed accounts

The above information has been certified by Fidelity Management Trust Company., the trustee, as complete and accurate.