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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                 |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |                                                                                                                                                                                                                                                                                                                                                 |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                       |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                        |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                       |

|                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                              | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                              |                                                                     |                                                                  |                                                             |  |
| <b>1a</b> Name of plan<br><u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>                                                                                                                                  | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>09/01/1985</u></td> </tr> </table>                             | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                       | <b>1c</b> Effective date of plan<br><u>09/01/1985</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                    | <u>001</u>                                                                                                                                                                                                                                                                                                                                  |                                                                     |                                                                  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>09/01/1985</u>                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>FCX PERFORMANCE INC.</u><br><br><u>3000 E 14TH AVE</u><br><u>COLUMBUS, OH 43219</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>31-1644350</u></td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/><u>614-253-1996</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>423800</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>31-1644350</u> | <b>2c</b> Plan Sponsor's telephone number<br><u>614-253-1996</u> | <b>2d</b> Business code (see instructions)<br><u>423800</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>31-1644350</u>                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>614-253-1996</u>                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>423800</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.

|                                                                                                            |                                                   |                   |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | <u>10/06/2015</u> | <u>BRIAN MILLER</u>                                          |
|                                                                                                            | Signature of plan administrator                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |                   |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |                   |                                                              |
|                                                                                                            | 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)                       |
|                                                                                                            |                                                   |                   |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                                                                                            |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>5</b> 462                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><br><b>b</b> Retired or separated participants receiving benefits .....<br><b>c</b> Other retired or separated participants entitled to future benefits.....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....<br><br><b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><br><b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <b>6a(1)</b> 365<br><b>6a(2)</b> 513<br><b>6b</b> 0<br><b>6c</b> 120<br><b>6d</b> 633<br><b>6e</b> 2<br><b>6f</b> 635<br><b>6g</b> 584<br><b>6h</b> 24                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2R 2S 2T 3D 3H<br><br><b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                   |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a Pension Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br><b>(2)</b> <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br><b>(3)</b> <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>b General Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br><b>(2)</b> <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br><b>(3)</b> <input type="checkbox"/> <b>A</b> (Insurance Information)<br><b>(4)</b> <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br><b>(5)</b> <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br><b>(6)</b> <input type="checkbox"/> <b>G</b> (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 \_\_\_\_\_

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2014</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>                    | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>FCX PERFORMANCE INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>31-1644350</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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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 60 64 65 71         | RECORDKEEPER                                                                                      | 6025                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**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<br>(see instructions)                       | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                            | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                                               |                                           |
| FAIRHOLME FUND                                                             | 4400 BISCAYNE BOULEVARD<br>MIAMI, FL 33137                    | \$8.00                                    |
| <b>(a)</b> Enter service provider name as it appears on line 2             |                                                               |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                            | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                                               |                                           |
| PERMANENT PORTFOLIO                                                        | 600 MONTGOMERY ST. SUITE 4100<br>SAN FRANCISCO, CA 94111-2702 | 0.38%                                     |
| <b>(a)</b> Enter service provider name as it appears on line 2             |                                                               |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                            | 0                                         |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation |                                                               |                                           |
| HARBOR INTERNATIONAL INSTITUTIONAL                                         | 111 S. WACKER DR 34TH FLOOR<br>CHICAGO, IL 60606              | 0.06%                                     |

**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<br>(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. |                                           |
| T ROWE PRICE LATIN AMERICA FUND<br>4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117  | 0.04%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                             | (b) Service Codes<br>(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. |                                           |
| T ROWE PRICE EMERGING MKTS STOCK<br>4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117 | 0.04%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                             | (b) Service Codes<br>(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. |                                           |
| ABF SM CAP VAL INV - BOSTON FINANC                                                  | 0.40%                                                                                                                                                              |                                           |
| 04-2526037                                                                          |                                                                                                                                                                    |                                           |

**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<br>(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<br>KANSAS CITY, MO 66160 | 0.35%                                   |                                                                                                                                                                    |
|                                                                               |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                       | (b) Service Codes<br>(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 TECHNOLOGY ADM - BOSTON FINA 330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 0.35%                                   |                                                                                                                                                                    |
|                                                                               |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                       | (b) Service Codes<br>(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. |
| BLKRRK EQUITY DIV I - BNY MELLON IN P.O. BOX 9793<br>PROVIDENCE, RI 02940     | 0.25%                                   |                                                                                                                                                                    |

**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<br>(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. |
| BLKRK INTL OPP A - BNY MELLON INV<br>P.O. BOX 9793<br>PROVIDENCE, RI 02940 | 0.50%                                   |                                                                                                                                                                    |
| (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. |
| HNSY FOCUS INV - U.S. BANCORP FUND<br>P.O. BOX 701<br>MILWAUKEE, WI 53201  | 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. |
| JANUS TRITON T - JANUS SERVICES LL<br>43-1804048                           | 0.35%                                   |                                                                                                                                                                    |

**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<br>(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. |
| JPM MID CAP VALUE A - BOSTON FINAN<br>330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 0.50%                                   |                                                                                                                                                                    |
| (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. |
| KEELEY SMALL CAP VAL - US BANCORP<br><br>39-0281260                              | 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. |
| MSIF MID CAP GRTH A - BOSTON FINAN<br>330 W. 9TH STREET<br>KANSAS CITY, MO 66160 | 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<br>(see instructions) | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                                                                                                                                                                                                                                                                                         | 60                                      | 0                                         |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div> |                                         |                                           |
| PIM ALL ASSET A - BOSTON FINANCIAL<br>P.O. BOX 8480<br>BOSTON, MA 02266                                                                                                                                                                                                                                                                                                                    | 0.45%                                   |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions) </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation </div> </div>                                                     |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                                                                                                                                                                                                                                                                                         | 60                                      | 0                                         |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div> |                                         |                                           |
| PIM TOTAL RT INST - BOSTON FINANCI<br>P.O. BOX 8480<br>BOSTON, MA 02266                                                                                                                                                                                                                                                                                                                    | 0.03%                                   |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions) </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation </div> </div>                                                     |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                                                                                                                                                                                                                                                                                         | 60                                      | 0                                         |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div> |                                         |                                           |
| PIMCO TOT RETURN ADM - BOSTON FINA<br>P.O. BOX 8480<br>BOSTON, MA 02266                                                                                                                                                                                                                                                                                                                    | 0.28%                                   |                                           |

**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<br>(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 SM CAP VAL INV - BOSTON FINANC      P.O. BOX 8480<br>BOSTON, MA 02266 | 0.40%                                                                                                                                                              |                                           |
|                                                                           |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2                   | (b) Service Codes<br>(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<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>                                                                                                                                                                                                |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>001</u>                    |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>FCX PERFORMANCE INC.</u>                                                                                                                                                                             |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>31-1644350</u>                                       |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                              |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                              |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                       | <b>1a</b>       | 0                     | 0               |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions.....                                                            | <b>1b(1)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions.....                                                         | <b>1b(2)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other.....                                                                             | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                       |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit).....   | <b>1c(1)</b>    | 2378591               | 2422276         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                       | <b>1c(2)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(3)(A)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other.....                                                                         | <b>1c(3)(B)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(4)(A)</b> | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common.....                                                                            | <b>1c(4)(B)</b> | 417445                | 535370          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                              | <b>1c(5)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property).....                                   | <b>1c(6)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                               | <b>1c(7)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans.....                                                                 | <b>1c(8)</b>    | 477142                | 456083          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>    | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities.....                                  | <b>1c(12)</b>   | 0                     | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 31158821              | 41860142        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other.....                                                                            | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 34431999              | 45273871        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 34431999 | 45273871 |
|-----------------------------------------------------------|-----------|----------|----------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 183812     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 2197510    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 36955      |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          | 2418277   |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            |           |

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

|                                                                                                      |                 |       |       |
|------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> | 118   |       |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> | 0     |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> | 0     |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> | 0     |       |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 17359 |       |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> | 0     | 17477 |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |       |       |

|                                                                                           |                 |         |         |
|-------------------------------------------------------------------------------------------|-----------------|---------|---------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> | 0       |         |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 12595   |         |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 1933393 |         |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |         | 1945988 |

|                 |              |  |   |
|-----------------|--------------|--|---|
| (3) Rents ..... | <b>2b(3)</b> |  | 0 |
|-----------------|--------------|--|---|

|                                                                                           |                 |       |      |
|-------------------------------------------------------------------------------------------|-----------------|-------|------|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> | 81948 |      |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> | 76498 |      |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |       | 5450 |

|                                                                                                       |                 |       |       |
|-------------------------------------------------------------------------------------------------------|-----------------|-------|-------|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                    | <b>2b(5)(A)</b> | 0     |       |
| <b>(B)</b> Other .....                                                                                | <b>2b(5)(B)</b> | 20489 |       |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |       | 20489 |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            | 0         |
| (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) |            | -143939   |
| c Other income.....                                                                            | 2c     |            | 0         |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 4263742   |

**Expenses**

|                                                                                     |       |         |         |
|-------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 4848509 |         |
| (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) |         | 4848509 |
| 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) | 2970    |         |
| (4) Other.....                                                                      | 2i(4) | 5894    |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |         | 8864    |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 4857373 |

**Net Income and Reconciliation**

|                                                         |       |  |          |
|---------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | -593631  |
| l Transfers of assets:                                  |       |  |          |
| (1) To this plan.....                                   | 2l(1) |  | 11435503 |
| (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: GBQ PARTNERS LLC

(2) EIN: 20-2122306

**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   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>4c</b>                                                                                                                                                                                                                     |     |    |          |
| <b>d</b> 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  |          |
| <b>4d</b>                                                                                                                                                                                                                     |     |    |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 10000000 |
| <b>4e</b>                                                                                                                                                                                                                     |     |    |          |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>4f</b>                                                                                                                                                                                                                     |     |    |          |
| <b>g</b> 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  |          |
| <b>4g</b>                                                                                                                                                                                                                     |     |    |          |
| <b>h</b> 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  |          |
| <b>4h</b>                                                                                                                                                                                                                     |     |    |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>4i</b>                                                                                                                                                                                                                     |     |    |          |
| <b>j</b> 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  |          |
| <b>4j</b>                                                                                                                                                                                                                     |     |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>4k</b>                                                                                                                                                                                                                     |     |    |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?.....                                                                                                                                             |     | X  |          |
| <b>4l</b>                                                                                                                                                                                                                     |     |    |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>4m</b>                                                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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  |          |
| <b>4n</b>                                                                                                                                                                                                                     |     |    |          |

**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)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                              |                                                                    |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>FCX PERFORMANCE, INC. 401(K) SAVINGS PLAN</u>                    | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>FCX PERFORMANCE INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>31-1644350</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-6568107</u> |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

•  
• **Financial Statements**  
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• **FC<sup>X</sup> Performance, Inc.**  
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To the Plan Administrator  
FC<sup>x</sup> Performance, Inc.  
401(k) Savings Plan  
Columbus, Ohio

## **Independent Auditor's Report**

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of FC<sup>x</sup> Performance, Inc. 401(k) Savings Plan (the 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 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 our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 asset information summarized in the notes to the financial statements, 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 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.

To the Plan Administrator  
FC<sup>x</sup> Performance, Inc.  
401(k) Savings Plan  
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### ***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 H, Line 4i – Schedule of Assets (Held at End of Year) as of 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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.

*GBQ Partners LLC*

Columbus, Ohio  
September 24, 2015

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Statements of Net Assets Available for Benefits**  
**December 31, 2014 and 2013**

|                                          | 2014                 | 2013                 |
|------------------------------------------|----------------------|----------------------|
| <b>ASSETS</b>                            |                      |                      |
| Investments, at fair value               | \$ 44,817,788        | \$ 33,954,857        |
| Receivables:                             |                      |                      |
| Notes receivable from participants       | 456,083              | 477,142              |
| Employee contribution receivable         | 127,224              | -                    |
| Employer contribution receivable         | 14,662               | -                    |
| Total receivables                        | 597,969              | 477,142              |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b> | <b>\$ 45,415,757</b> | <b>\$ 34,431,999</b> |

*The accompanying notes are an integral part of the financial statements.*

# FC<sup>x</sup> PERFORMANCE, INC. 401(k) SAVINGS PLAN

## Statements of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2014 and 2013

|                                                        | 2014                 | 2013                 |
|--------------------------------------------------------|----------------------|----------------------|
| <b>Additions to Net Assets Attributed to:</b>          |                      |                      |
| Net appreciation in fair value of investments          | \$ 1,828,106         | \$ 5,447,523         |
| Interest income on notes receivables from participants | 17,359               | 16,952               |
|                                                        | <b>1,845,465</b>     | <b>5,464,475</b>     |
| Contributions:                                         |                      |                      |
| Employer                                               | 198,474              | 486,353              |
| Participants                                           | 2,324,734            | 2,113,088            |
| Rollover                                               | 36,955               | 447,541              |
| Total contributions                                    | <b>2,560,163</b>     | <b>3,046,982</b>     |
| Transfers into plan                                    | <b>11,435,502</b>    | -                    |
| Total additions                                        | <b>15,841,130</b>    | <b>8,511,457</b>     |
| <b>Deductions from Net Assets Attributed to:</b>       |                      |                      |
| Benefits paid to participants                          | 4,848,509            | 2,945,816            |
| Administrative expenses                                | 8,863                | 5,585                |
| Total deductions                                       | <b>4,857,372</b>     | <b>2,951,401</b>     |
| Net increase in net assets available for benefits      | <b>10,983,758</b>    | <b>5,560,056</b>     |
| <b>Net Assets Available for Benefits:</b>              |                      |                      |
| Beginning of year                                      | <b>34,431,999</b>    | <b>28,871,943</b>    |
| End of year                                            | <b>\$ 45,415,757</b> | <b>\$ 34,431,999</b> |

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

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**



**Plan Description**

The following description of FC<sup>x</sup> Performance, Inc. (the Company) 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

During 2014, the Company acquired Corrosion Fluid Products, Corp. (CFP) and Pump Energy, Inc. The employees of the acquired companies were eligible to participate in the Plan and balances from the Corrosion Fluid Products Corp 401(k) Savings Plan, totaling \$11,435,502, were transferred into FC<sup>x</sup> Performance, Inc. 401(k) Savings Plan. Pump Energy did not offer a 401(k) Savings Plan for its employees.

General

The Plan is a defined contribution plan covering all employees of the Company. Participants must be employed one year to receive any employer matching contribution. Participants are permitted to enter the Plan on the first day of the month following when they meet eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute up to 75% of their pre-tax annual compensation as defined in the Plan agreement. Participants who have attained age 50 by the end of the Plan year are allowed to make catch-up contributions. Employees may also rollover to the Plan all amounts representing the distributions from other qualified defined benefit or defined contribution plans. The Company may make, at its discretion, a matching contribution to the Plan. The employer matching contribution formula was 50% of the first 6% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from January 1, 2013 to October 31, 2013. Matching contributions ceased in November 2013. From April 2014 through December 2014, the employer contribution formula was 20% of the first 6% of deferred compensation for each eligible participant. Additionally, the Company may contribute a discretionary amount to each eligible participant in the ratio that the participant's compensation bears to the aggregate compensation of all eligible participants. To be eligible to receive an employer discretionary contribution, a participant must complete a year of service and be employed on the last day of the Plan year. For the Plan years ended December 31, 2014 and 2013, there were no additional employer discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**FC<sup>X</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Plan Description (continued)**

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the remainder of their account plus earnings thereon is based on years of credited service according to the following schedule:

| Years of Service | Vesting Percentage |
|------------------|--------------------|
| Less than 2      | 0%                 |
| 2                | 20%                |
| 3                | 40%                |
| 4                | 60%                |
| 5                | 80%                |
| 6 or more        | 100%               |

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant's vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate that ranges from 4.25% to 8.50%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

The normal form of benefit payment from the Plan is a lump-sum amount equal to the value of a participant's vested interest in the Plan. A participant may waive this distribution option and elect to receive their vested benefits as a joint and survivor annuity, a life annuity, or a series of installment payments over a fixed period.

Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**



**Plan Description (continued)**

Forfeited Accounts

At December 31, 2014 and 2013, forfeited non-vested accounts totaled \$81,757 and \$55,343, respectively. Forfeitures from employer matching contributions will first be used to pay administrative expenses of the Plan and then to reduce future employer matching contributions. During 2014 and 2013, employer matching contributions were reduced by \$0 and \$63,994, respectively, from forfeited non-vested accounts. Additionally, subsequent to December 31, 2014, forfeitures of \$90,587 were used to reduce the 2014 and 2013 employer contribution receivable. Forfeitures from employer discretionary contributions will first be used to pay administrative expenses of the Plan and then will be reallocated to eligible participants. There were no forfeitures of employer discretionary contributions during 2014 and 2013.

**Summary of Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price 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.

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. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Summary of Significant Accounting Policies (continued)**

Payment of Benefits

Benefits are recorded when paid.

**Information Prepared and Certified by Trustee**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan.

Assets that represent 5% or more of the Plan's net assets are separately identified.

|                                           | 2014                        | 2013                        |
|-------------------------------------------|-----------------------------|-----------------------------|
| <i>Mutual Funds:</i>                      |                             |                             |
| Fidelity Contrafund                       | \$ 5,157,171                | \$ 4,780,310                |
| Black Rock Equity Dividend Fund           | 3,148,668                   | 2,617,524                   |
| PIMCO Total Return Fund                   | 2,905,818                   | 3,140,772                   |
| Fidelity Freedom 2020 Fund                | 2,896,695                   | *                           |
| Fidelity International Discovery Fund     | 2,885,952                   | 2,390,486                   |
| Spartan 500 Index                         | 2,662,341                   | 1,941,992                   |
| Fidelity Freedom 2025 Fund                | 2,399,754                   | *                           |
| Fidelity Retirement Money Market Fund     | *                           | 2,128,105                   |
| Others                                    | 21,362,098                  | 15,830,953                  |
| <i>Self-Directed Accounts</i>             | 1,399,291                   | 1,124,715                   |
| <i>Notes Receivable from Participants</i> | <u>456,083</u>              | <u>477,142</u>              |
| <b>Total</b>                              | <b><u>\$ 45,273,871</u></b> | <b><u>\$ 34,431,999</u></b> |

\* The fair value of this investment did not represent 5% or more of the Plan's net assets as of the specified date.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Information Prepared and Certified by Trustee** (continued)

The trustee also certified to the completeness and accuracy of the following related to the aforementioned assets for the years ended December 31:

|                                                | 2014                        | 2013                       |
|------------------------------------------------|-----------------------------|----------------------------|
| Net appreciation in fair value of investments: |                             |                            |
| Mutual funds                                   | <b>\$ 1,802,801</b>         | \$ 5,406,877               |
| Self-directed accounts                         | <u><b>25,305</b></u>        | <u>40,646</u>              |
|                                                | <b><u>\$ 1,828,106</u></b>  | <b><u>\$ 5,447,523</u></b> |
| <br>Interest income                            | <br><b><u>\$ 17,359</u></b> | <br><u>\$ 16,592</u>       |

**Fair Value Measurements**

Generally accepted accounting principles established a fair value hierarchy that prioritizes the inputs to measure the fair value of the assets or liabilities being measured. Fair value is defined as the exchange value that would be received on the measurement date to sell an asset or to value the amount paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are unadjusted quoted market prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date. Level 1 inputs provide the most reliable measure of fair value as of the measurement date.
- Level 2 inputs are based on significant observable inputs, including unadjusted quoted market prices for similar assets and liabilities in active markets, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.
- Level 3 are significant unobservable inputs for the asset or liability.

The level of the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Fair Value Measurements (continued)**

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 the closing price reported on the active market on which the individual securities are traded.

*Mutual Funds:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

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 tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

**Assets at Fair Value as of December 31, 2014**

|                                   | Level 1              | Level 2     | Level 3     | Total                |
|-----------------------------------|----------------------|-------------|-------------|----------------------|
| <b><i>Mutual Funds:</i></b>       |                      |             |             |                      |
| Target Funds                      | \$ 13,582,477        | \$ -        | \$ -        | \$ 13,582,477        |
| Growth Funds                      | 8,678,400            | -           | -           | 8,678,400            |
| Blend Funds                       | 7,646,356            | -           | -           | 7,646,356            |
| Value Funds                       | 5,086,954            | -           | -           | 5,086,954            |
| Bond Funds                        | 2,905,818            | -           | -           | 2,905,818            |
| International Funds               | 2,885,952            | -           | -           | 2,885,952            |
| Money Market Funds                | 2,422,276            | -           | -           | 2,422,276            |
| World Allocation Funds            | <u>1,074,187</u>     | <u>-</u>    | <u>-</u>    | <u>1,074,187</u>     |
| Total Mutual Funds                | 44,282,420           | -           | -           | 44,282,420           |
| <b><i>Common Stocks</i></b>       | <u>535,368</u>       | <u>-</u>    | <u>-</u>    | <u>535,368</u>       |
| <b>Total Assets at Fair Value</b> | <u>\$ 44,817,788</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 44,817,788</u> |

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Fair Value Measurements** (continued)

Assets at Fair Value as of December 31, 2013

|                                   | Level 1                     | Level 2            | Level 3            | Total                       |
|-----------------------------------|-----------------------------|--------------------|--------------------|-----------------------------|
| <i>Mutual Funds:</i>              |                             |                    |                    |                             |
| Growth Funds                      | \$ 7,741,784                | \$ -               | \$ -               | \$ 7,741,784                |
| Target Funds                      | 6,159,470                   | -                  | -                  | 6,159,470                   |
| Blend Funds                       | 5,453,560                   | -                  | -                  | 5,453,560                   |
| Value Funds                       | 4,027,609                   | -                  | -                  | 4,027,609                   |
| Bond Funds                        | 3,140,772                   | -                  | -                  | 3,140,772                   |
| International Funds               | 2,928,903                   | -                  | -                  | 2,928,903                   |
| Money Market Funds                | 2,378,591                   | -                  | -                  | 2,378,591                   |
| World Allocation Funds            | 1,616,269                   | -                  | -                  | 1,616,269                   |
| Technology Funds                  | <u>90,454</u>               | <u>-</u>           | <u>-</u>           | <u>90,454</u>               |
| Total Mutual Funds                | 33,537,412                  | -                  | -                  | 33,537,412                  |
| <i>Common Stocks</i>              | <u>417,445</u>              | <u>-</u>           | <u>-</u>           | <u>417,445</u>              |
| <b>Total Assets at Fair Value</b> | <b><u>\$ 33,954,857</u></b> | <b><u>\$ -</u></b> | <b><u>\$ -</u></b> | <b><u>\$ 33,954,857</u></b> |

**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 and its related regulations. In the event of plan termination, participants will become 100% vested in their accounts.

**Income Tax Status**

The Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangements (CODA), which obtained its latest prototype opinion letter on March 31, 2008, in which the Internal Revenue Service (IRS) stated that the prototype plan document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company is relying on the prototype plan's IRS opinion letter. The Plan has been amended since adopting the prototype plan document. However, the Company believes that the Plan is currently designed and 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.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**



**Income Tax Status (continued)**

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Party-in-Interest Transactions**

Certain Plan investments are shares of mutual funds offered by Fidelity, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to Fidelity for administrative expenses amounted to \$8,863 and \$5,585 in 2014 and 2013, respectively.

**Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying 2014 statement of net assets available for benefits.

**Subsequent Events – Date of Management Evaluation**

Management has evaluated subsequent events through the date of the Independent Auditor's Report, the date the financial statements were available to be issued.

## **SUPPLEMENTAL INFORMATION**

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**

**EIN # 38-3438950**

**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 | (e) Current Value    |
|-----|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------------|----------------------|
|     | <i>Mutual Funds:</i>                                      |                                                                                                            |                      |
| *   | Fidelity Management Trust Company                         | Fidelity Contrafund                                                                                        | \$ 5,157,171         |
| *   | Fidelity Management Trust Company                         | BlackRock Equity Dividend Fund                                                                             | 3,148,668            |
| *   | Fidelity Management Trust Company                         | PIMCO Total Return Fund                                                                                    | 2,905,818            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2020 Fund                                                                                 | 2,896,695            |
| *   | Fidelity Management Trust Company                         | Fidelity International Discovery Fund                                                                      | 2,885,952            |
| *   | Fidelity Management Trust Company                         | Spartan 500 Index                                                                                          | 2,662,341            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2025 Fund                                                                                 | 2,399,754            |
| *   | Fidelity Management Trust Company                         | Hennessy Focus Investor                                                                                    | 2,130,040            |
| *   | Fidelity Management Trust Company                         | Fidelity Retirement Money Market Fund                                                                      | 2,117,302            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2030 Fund                                                                                 | 2,049,329            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2035 Fund                                                                                 | 1,887,749            |
| *   | Fidelity Management Trust Company                         | Spartan Total Market Index                                                                                 | 1,536,304            |
| *   | Fidelity Management Trust Company                         | JPM Mid Cap Value A                                                                                        | 1,515,761            |
| *   | Fidelity Management Trust Company                         | Keeley Small Cap Value Fund                                                                                | 1,183,759            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2010 Fund                                                                                 | 1,145,660            |
| *   | Fidelity Management Trust Company                         | PIMCO All Asset Fund                                                                                       | 1,074,187            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2015 Fund                                                                                 | 976,280              |
| *   | Fidelity Management Trust Company                         | Spartan Extended Market Index                                                                              | 834,451              |
| *   | Fidelity Management Trust Company                         | Janus Triton T                                                                                             | 832,240              |
| *   | Fidelity Management Trust Company                         | Fidelity Low-Price Stock Fund                                                                              | 711,984              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2045 Fund                                                                                 | 686,114              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2050 Fund                                                                                 | 656,169              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2040 Fund                                                                                 | 518,074              |
| *   | Fidelity Management Trust Company                         | American Beacon Small Cap Value Fund                                                                       | 422,525              |
| *   | Fidelity Management Trust Company                         | Spartan International Index                                                                                | 394,487              |
| *   | Fidelity Management Trust Company                         | Spartan US Bond Index Average                                                                              | 323,030              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom Income Fund                                                                               | 192,465              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2055                                                                                      | 174,188              |
|     | <i>Self-Directed Accounts:</i>                            |                                                                                                            |                      |
| *   | Fidelity Management Trust Company                         | Self-directed accounts                                                                                     | 1,399,291            |
| *   | <i>Notes Receivable from Participants</i>                 | Loans to plan participants, interest rates from 4.25% - 8.50%                                              | 456,083              |
|     |                                                           |                                                                                                            | <b>\$ 45,273,871</b> |

\* Denotes party-in-interest

*See Independent Auditor's Report.*

•  
• **Financial Statements**  
• with Supplemental Information  
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• **FC<sup>X</sup> Performance, Inc.**  
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To the Plan Administrator  
FC<sup>x</sup> Performance, Inc.  
401(k) Savings Plan  
Columbus, Ohio

## **Independent Auditor's Report**

### ***Report on the Financial Statements***

We were engaged to audit the accompanying financial statements of FC<sup>x</sup> Performance, Inc. 401(k) Savings Plan (the 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 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 our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 asset information summarized in the notes to the financial statements, 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 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.

To the Plan Administrator  
FC<sup>x</sup> Performance, Inc.  
401(k) Savings Plan  
Page 2

### ***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 H, Line 4i – Schedule of Assets (Held at End of Year) as of 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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.

*GBQ Partners LLC*

Columbus, Ohio  
September 24, 2015

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Statements of Net Assets Available for Benefits**  
**December 31, 2014 and 2013**

|                                          | 2014                 | 2013                 |
|------------------------------------------|----------------------|----------------------|
| <b>ASSETS</b>                            |                      |                      |
| Investments, at fair value               | \$ 44,817,788        | \$ 33,954,857        |
| Receivables:                             |                      |                      |
| Notes receivable from participants       | 456,083              | 477,142              |
| Employee contribution receivable         | 127,224              | -                    |
| Employer contribution receivable         | 14,662               | -                    |
| Total receivables                        | 597,969              | 477,142              |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b> | <b>\$ 45,415,757</b> | <b>\$ 34,431,999</b> |

*The accompanying notes are an integral part of the financial statements.*

# FC<sup>x</sup> PERFORMANCE, INC. 401(k) SAVINGS PLAN

## Statements of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2014 and 2013

|                                                        | 2014                 | 2013                 |
|--------------------------------------------------------|----------------------|----------------------|
| <b>Additions to Net Assets Attributed to:</b>          |                      |                      |
| Net appreciation in fair value of investments          | \$ 1,828,106         | \$ 5,447,523         |
| Interest income on notes receivables from participants | 17,359               | 16,952               |
|                                                        | <b>1,845,465</b>     | <b>5,464,475</b>     |
| Contributions:                                         |                      |                      |
| Employer                                               | 198,474              | 486,353              |
| Participants                                           | 2,324,734            | 2,113,088            |
| Rollover                                               | 36,955               | 447,541              |
| Total contributions                                    | <b>2,560,163</b>     | <b>3,046,982</b>     |
| Transfers into plan                                    | <b>11,435,502</b>    | -                    |
| Total additions                                        | <b>15,841,130</b>    | <b>8,511,457</b>     |
| <b>Deductions from Net Assets Attributed to:</b>       |                      |                      |
| Benefits paid to participants                          | 4,848,509            | 2,945,816            |
| Administrative expenses                                | 8,863                | 5,585                |
| Total deductions                                       | <b>4,857,372</b>     | <b>2,951,401</b>     |
| Net increase in net assets available for benefits      | <b>10,983,758</b>    | <b>5,560,056</b>     |
| <b>Net Assets Available for Benefits:</b>              |                      |                      |
| Beginning of year                                      | <b>34,431,999</b>    | <b>28,871,943</b>    |
| End of year                                            | <b>\$ 45,415,757</b> | <b>\$ 34,431,999</b> |

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

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Plan Description**

The following description of FC<sup>x</sup> Performance, Inc. (the Company) 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

During 2014, the Company acquired Corrosion Fluid Products, Corp. (CFP) and Pump Energy, Inc. The employees of the acquired companies were eligible to participate in the Plan and balances from the Corrosion Fluid Products Corp 401(k) Savings Plan, totaling \$11,435,502, were transferred into FC<sup>x</sup> Performance, Inc. 401(k) Savings Plan. Pump Energy did not offer a 401(k) Savings Plan for its employees.

General

The Plan is a defined contribution plan covering all employees of the Company. Participants must be employed one year to receive any employer matching contribution. Participants are permitted to enter the Plan on the first day of the month following when they meet eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute up to 75% of their pre-tax annual compensation as defined in the Plan agreement. Participants who have attained age 50 by the end of the Plan year are allowed to make catch-up contributions. Employees may also rollover to the Plan all amounts representing the distributions from other qualified defined benefit or defined contribution plans. The Company may make, at its discretion, a matching contribution to the Plan. The employer matching contribution formula was 50% of the first 6% of deferred compensation for each eligible participant making pre-tax contributions to the Plan from January 1, 2013 to October 31, 2013. Matching contributions ceased in November 2013. From April 2014 through December 2014, the employer contribution formula was 20% of the first 6% of deferred compensation for each eligible participant. Additionally, the Company may contribute a discretionary amount to each eligible participant in the ratio that the participant's compensation bears to the aggregate compensation of all eligible participants. To be eligible to receive an employer discretionary contribution, a participant must complete a year of service and be employed on the last day of the Plan year. For the Plan years ended December 31, 2014 and 2013, there were no additional employer discretionary contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**FC<sup>X</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Plan Description (continued)**

Vesting

Participants are immediately vested in their voluntary and rollover contributions plus actual earnings thereon. Vesting in the remainder of their account plus earnings thereon is based on years of credited service according to the following schedule:

| Years of Service | Vesting Percentage |
|------------------|--------------------|
| Less than 2      | 0%                 |
| 2                | 20%                |
| 3                | 40%                |
| 4                | 60%                |
| 5                | 80%                |
| 6 or more        | 100%               |

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the participant's vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate that ranges from 4.25% to 8.50%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

The normal form of benefit payment from the Plan is a lump-sum amount equal to the value of a participant's vested interest in the Plan. A participant may waive this distribution option and elect to receive their vested benefits as a joint and survivor annuity, a life annuity, or a series of installment payments over a fixed period.

Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**



**Plan Description (continued)**

Forfeited Accounts

At December 31, 2014 and 2013, forfeited non-vested accounts totaled \$81,757 and \$55,343, respectively. Forfeitures from employer matching contributions will first be used to pay administrative expenses of the Plan and then to reduce future employer matching contributions. During 2014 and 2013, employer matching contributions were reduced by \$0 and \$63,994, respectively, from forfeited non-vested accounts. Additionally, subsequent to December 31, 2014, forfeitures of \$90,587 were used to reduce the 2014 and 2013 employer contribution receivable. Forfeitures from employer discretionary contributions will first be used to pay administrative expenses of the Plan and then will be reallocated to eligible participants. There were no forfeitures of employer discretionary contributions during 2014 and 2013.

**Summary of Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price 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.

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. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Summary of Significant Accounting Policies (continued)**

Payment of Benefits

Benefits are recorded when paid.

**Information Prepared and Certified by Trustee**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company (Fidelity), the trustee of the Plan.

Assets that represent 5% or more of the Plan's net assets are separately identified.

|                                           | 2014                        | 2013                        |
|-------------------------------------------|-----------------------------|-----------------------------|
| <i>Mutual Funds:</i>                      |                             |                             |
| Fidelity Contrafund                       | \$ 5,157,171                | \$ 4,780,310                |
| Black Rock Equity Dividend Fund           | 3,148,668                   | 2,617,524                   |
| PIMCO Total Return Fund                   | 2,905,818                   | 3,140,772                   |
| Fidelity Freedom 2020 Fund                | 2,896,695                   | *                           |
| Fidelity International Discovery Fund     | 2,885,952                   | 2,390,486                   |
| Spartan 500 Index                         | 2,662,341                   | 1,941,992                   |
| Fidelity Freedom 2025 Fund                | 2,399,754                   | *                           |
| Fidelity Retirement Money Market Fund     | *                           | 2,128,105                   |
| Others                                    | 21,362,098                  | 15,830,953                  |
| <i>Self-Directed Accounts</i>             | 1,399,291                   | 1,124,715                   |
| <i>Notes Receivable from Participants</i> | <u>456,083</u>              | <u>477,142</u>              |
| <b>Total</b>                              | <b><u>\$ 45,273,871</u></b> | <b><u>\$ 34,431,999</u></b> |

\* The fair value of this investment did not represent 5% or more of the Plan's net assets as of the specified date.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Information Prepared and Certified by Trustee** (continued)

The trustee also certified to the completeness and accuracy of the following related to the aforementioned assets for the years ended December 31:

|                                                | 2014                        | 2013                       |
|------------------------------------------------|-----------------------------|----------------------------|
| Net appreciation in fair value of investments: |                             |                            |
| Mutual funds                                   | <b>\$ 1,802,801</b>         | \$ 5,406,877               |
| Self-directed accounts                         | <u><b>25,305</b></u>        | <u>40,646</u>              |
|                                                | <b><u>\$ 1,828,106</u></b>  | <b><u>\$ 5,447,523</u></b> |
| <br>Interest income                            | <br><b><u>\$ 17,359</u></b> | <br><u>\$ 16,592</u>       |

**Fair Value Measurements**

Generally accepted accounting principles established a fair value hierarchy that prioritizes the inputs to measure the fair value of the assets or liabilities being measured. Fair value is defined as the exchange value that would be received on the measurement date to sell an asset or to value the amount paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are unadjusted quoted market prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date. Level 1 inputs provide the most reliable measure of fair value as of the measurement date.
- Level 2 inputs are based on significant observable inputs, including unadjusted quoted market prices for similar assets and liabilities in active markets, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.
- Level 3 are significant unobservable inputs for the asset or liability.

The level of the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Fair Value Measurements (continued)**

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 the closing price reported on the active market on which the individual securities are traded.

*Mutual Funds:* Valued at the net asset value (NAV) of shares held by the Plan at year-end.

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 tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

**Assets at Fair Value as of December 31, 2014**

|                                   | Level 1              | Level 2     | Level 3     | Total                |
|-----------------------------------|----------------------|-------------|-------------|----------------------|
| <b><i>Mutual Funds:</i></b>       |                      |             |             |                      |
| Target Funds                      | \$ 13,582,477        | \$ -        | \$ -        | \$ 13,582,477        |
| Growth Funds                      | 8,678,400            | -           | -           | 8,678,400            |
| Blend Funds                       | 7,646,356            | -           | -           | 7,646,356            |
| Value Funds                       | 5,086,954            | -           | -           | 5,086,954            |
| Bond Funds                        | 2,905,818            | -           | -           | 2,905,818            |
| International Funds               | 2,885,952            | -           | -           | 2,885,952            |
| Money Market Funds                | 2,422,276            | -           | -           | 2,422,276            |
| World Allocation Funds            | <u>1,074,187</u>     | <u>-</u>    | <u>-</u>    | <u>1,074,187</u>     |
| Total Mutual Funds                | 44,282,420           | -           | -           | 44,282,420           |
| <b><i>Common Stocks</i></b>       | <u>535,368</u>       | <u>-</u>    | <u>-</u>    | <u>535,368</u>       |
| <b>Total Assets at Fair Value</b> | <u>\$ 44,817,788</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 44,817,788</u> |

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**

**Fair Value Measurements** (continued)

Assets at Fair Value as of December 31, 2013

|                                   | Level 1                     | Level 2            | Level 3            | Total                       |
|-----------------------------------|-----------------------------|--------------------|--------------------|-----------------------------|
| <i>Mutual Funds:</i>              |                             |                    |                    |                             |
| Growth Funds                      | \$ 7,741,784                | \$ -               | \$ -               | \$ 7,741,784                |
| Target Funds                      | 6,159,470                   | -                  | -                  | 6,159,470                   |
| Blend Funds                       | 5,453,560                   | -                  | -                  | 5,453,560                   |
| Value Funds                       | 4,027,609                   | -                  | -                  | 4,027,609                   |
| Bond Funds                        | 3,140,772                   | -                  | -                  | 3,140,772                   |
| International Funds               | 2,928,903                   | -                  | -                  | 2,928,903                   |
| Money Market Funds                | 2,378,591                   | -                  | -                  | 2,378,591                   |
| World Allocation Funds            | 1,616,269                   | -                  | -                  | 1,616,269                   |
| Technology Funds                  | <u>90,454</u>               | <u>-</u>           | <u>-</u>           | <u>90,454</u>               |
| Total Mutual Funds                | 33,537,412                  | -                  | -                  | 33,537,412                  |
| <i>Common Stocks</i>              | <u>417,445</u>              | <u>-</u>           | <u>-</u>           | <u>417,445</u>              |
| <b>Total Assets at Fair Value</b> | <b><u>\$ 33,954,857</u></b> | <b><u>\$ -</u></b> | <b><u>\$ -</u></b> | <b><u>\$ 33,954,857</u></b> |

**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 and its related regulations. In the event of plan termination, participants will become 100% vested in their accounts.

**Income Tax Status**

The Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangements (CODA), which obtained its latest prototype opinion letter on March 31, 2008, in which the Internal Revenue Service (IRS) stated that the prototype plan document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Company is relying on the prototype plan's IRS opinion letter. The Plan has been amended since adopting the prototype plan document. However, the Company believes that the Plan is currently designed and 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.

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**  
**Notes to Financial Statements**  
**December 31, 2014 and 2013**



**Income Tax Status (continued)**

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Party-in-Interest Transactions**

Certain Plan investments are shares of mutual funds offered by Fidelity, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest. Fees paid by the Plan to Fidelity for administrative expenses amounted to \$8,863 and \$5,585 in 2014 and 2013, respectively.

**Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying 2014 statement of net assets available for benefits.

**Subsequent Events – Date of Management Evaluation**

Management has evaluated subsequent events through the date of the Independent Auditor's Report, the date the financial statements were available to be issued.

## **SUPPLEMENTAL INFORMATION**

**FC<sup>x</sup> PERFORMANCE, INC.**  
**401(k) SAVINGS PLAN**

**EIN # 38-3438950**

**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 | (e) Current Value    |
|-----|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------------|----------------------|
|     | <i>Mutual Funds:</i>                                      |                                                                                                            |                      |
| *   | Fidelity Management Trust Company                         | Fidelity Contrafund                                                                                        | \$ 5,157,171         |
| *   | Fidelity Management Trust Company                         | BlackRock Equity Dividend Fund                                                                             | 3,148,668            |
| *   | Fidelity Management Trust Company                         | PIMCO Total Return Fund                                                                                    | 2,905,818            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2020 Fund                                                                                 | 2,896,695            |
| *   | Fidelity Management Trust Company                         | Fidelity International Discovery Fund                                                                      | 2,885,952            |
| *   | Fidelity Management Trust Company                         | Spartan 500 Index                                                                                          | 2,662,341            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2025 Fund                                                                                 | 2,399,754            |
| *   | Fidelity Management Trust Company                         | Hennessy Focus Investor                                                                                    | 2,130,040            |
| *   | Fidelity Management Trust Company                         | Fidelity Retirement Money Market Fund                                                                      | 2,117,302            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2030 Fund                                                                                 | 2,049,329            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2035 Fund                                                                                 | 1,887,749            |
| *   | Fidelity Management Trust Company                         | Spartan Total Market Index                                                                                 | 1,536,304            |
| *   | Fidelity Management Trust Company                         | JPM Mid Cap Value A                                                                                        | 1,515,761            |
| *   | Fidelity Management Trust Company                         | Keeley Small Cap Value Fund                                                                                | 1,183,759            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2010 Fund                                                                                 | 1,145,660            |
| *   | Fidelity Management Trust Company                         | PIMCO All Asset Fund                                                                                       | 1,074,187            |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2015 Fund                                                                                 | 976,280              |
| *   | Fidelity Management Trust Company                         | Spartan Extended Market Index                                                                              | 834,451              |
| *   | Fidelity Management Trust Company                         | Janus Triton T                                                                                             | 832,240              |
| *   | Fidelity Management Trust Company                         | Fidelity Low-Price Stock Fund                                                                              | 711,984              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2045 Fund                                                                                 | 686,114              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2050 Fund                                                                                 | 656,169              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2040 Fund                                                                                 | 518,074              |
| *   | Fidelity Management Trust Company                         | American Beacon Small Cap Value Fund                                                                       | 422,525              |
| *   | Fidelity Management Trust Company                         | Spartan International Index                                                                                | 394,487              |
| *   | Fidelity Management Trust Company                         | Spartan US Bond Index Average                                                                              | 323,030              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom Income Fund                                                                               | 192,465              |
| *   | Fidelity Management Trust Company                         | Fidelity Freedom 2055                                                                                      | 174,188              |
|     | <i>Self-Directed Accounts:</i>                            |                                                                                                            |                      |
| *   | Fidelity Management Trust Company                         | Self-directed accounts                                                                                     | 1,399,291            |
| *   | <i>Notes Receivable from Participants</i>                 | Loans to plan participants, interest rates from 4.25% - 8.50%                                              | 456,083              |
|     |                                                           |                                                                                                            | <b>\$ 45,273,871</b> |

\* Denotes party-in-interest

*See Independent Auditor's Report.*