

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>05/03/1985</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SPARTECH CORPORATION</u> <u>11650 LAKESIDE CROSSING CT.</u> <u>MARYLAND HEIGHTS, MO 63146</u>	2b Employer Identification Number (EIN) <u>43-0761773</u> 2c Plan Sponsor's telephone number <u>314-721-4242</u> 2d Business code (see instructions) <u>326100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2015</u>	<u>ANA G. RODRIGUEZ</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 2205
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 1943 6a(2) 1416 6b 2 6c 279 6d 1697 6e 0 6f 1697 6g 1492 6h 145
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H 3D 2T 2S b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
---	---	---

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPARTECH CORPORATION		
D Employer Identification Number (EIN) 43-0761773		

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	41527	1697	01/01/2014	12/31/2014

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

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

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end.....	4	22866371
5 Current value of plan's interest under this contract in separate accounts at year end	5	11895558

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

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year.....	7b	24928317
---	-----------	----------

c Additions: (1) Contributions deposited during the year	7c(1)	1577110	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	360638	
(4) Transferred from separate account.....	7c(4)	124590	
(5) Other (specify below)	7c(5)	4231288	
▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN			

(6) Total additions.....	7c(6)	6293626
--------------------------	--------------	---------

d Total of balance and additions (add lines 7b and 7c(6))	7d	31221943
---	-----------	----------

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	5549093	
(2) Administration charge made by carrier	7e(2)	2485	
(3) Transferred to separate account.....	7e(3)	85364	
(4) Other (specify below)	7e(4)	2718630	
▶ LOAN INITIATIONS , TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS			

(5) Total deductions.....	7e(5)	8355572
---------------------------	--------------	---------

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	22866371
---	-----------	----------

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPARTECH CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0761773</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 <u>PRUDENTIAL RETIREMENT INSURANCE AND</u>

06-1050034

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

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

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

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

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

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

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

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

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

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

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

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

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

LOCKTON FINANCIAL ADVISORS, LLC

20-8874282

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	97034	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

61-0736136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	19569	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PLANTE MORAN FINANCIAL ADVISORS

38-1357951

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	14700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50	NONE	10050	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.	
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	65.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2014 TO 9/30/2014 GUARANTEED INCOME FUND	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.	
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	40.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 10/1/2014 TO 12/31/2014 GUARANTEED INCOME FUND	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SPARTECH CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0761773</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND / PIM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN <u>06-1050034-299</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11895558</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN</u>		B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPARTECH CORPORATION</u>		D Employer Identification Number (EIN) <u>43-0761773</u>

Part I	Asset and Liability Statement	
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.		
	Assets	<div style="display: flex; justify-content: space-between;"> (a) Beginning of Year (b) End of Year </div>
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions.....	1b(1)	
(2) Participant contributions.....	1b(2)	
(3) Other.....	1b(3)	
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	
(2) U.S. Government securities	1c(2)	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A)	
(B) All other	1c(3)(B)	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A)	
(B) Common.....	1c(4)(B)	
(5) Partnership/joint venture interests	1c(5)	
(6) Real estate (other than employer real property).....	1c(6)	
(7) Loans (other than to participants)	1c(7)	
(8) Participant loans.....	1c(8)	3201302
(9) Value of interest in common/collective trusts	1c(9)	2598279
(10) Value of interest in pooled separate accounts	1c(10)	12462360
(11) Value of interest in master trust investment accounts	1c(11)	
(12) Value of interest in 103-12 investment entities.....	1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	60568175
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	54791254
(15) Other.....	1c(15)	24928317
		22866371

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	101160154	92151462

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	101160154	92151462
---	-----------	-----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1300299	
(B) Participants	2a(1)(B)	4567001	
(C) Others (including rollovers)	2a(1)(C)	237588	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6104888
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	116534	
(F) Other	2b(1)(F)	298608	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		415142
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	650872	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		650872
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		552710
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3168317
c Other income.....	2c		124060
d Total income. Add all income amounts in column (b) and enter total.....	2d		11015989

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	17267795	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		17267795
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	10050	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10050
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		17277845

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-6261856
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		2746836

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: PLANTE MORAN, PLLC

(2) EIN: 38-1357951

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
POLYONE RETIREMENT SAVINGS PLAN	34-1730488	001

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

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

A Name of plan <u>SPARTECH CORPORATION 401(K) SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPARTECH CORPORATION</u>	D Employer Identification Number (EIN) <u>43-0761773</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Spartech Corporation 401(k) Savings & Investment Plan

**Financial Report
December 31, 2014**

Spartech Corporation 401(k) Savings & Investment Plan

Contents

Report Letter	1-2
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-12
Schedule of Assets Held at End of Year	13

Independent Auditor's Report

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

We have audited the accompanying financial statements of Spartech Corporation 401(k) Savings & Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2014 and 2013 and the changes in net assets for the year ended December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year as of December 31, 2014 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Plante & Moran, PLLC

Cleveland, Ohio
September 17, 2015

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments, at fair value	\$ 89,553,183	\$ 97,958,852
Participant notes receivable	2,598,279	3,201,302
Total assets	92,151,462	101,160,154
Liabilities - Excess contributions payable	53,636	194,437
Net Assets Available for Benefits	\$ 92,097,826	\$ 100,965,717

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014

Additions to Net Assets

Contributions:

Employee	\$ 4,567,001
Employer	1,300,299
Rollovers	<u>237,588</u>

Total contributions 6,104,888

Investment income:

Interest and dividends	1,073,540
Net realized and unrealized gains on investments	<u>3,721,027</u>

Interest from participant notes receivable 116,534

Total additions 11,015,989

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	17,126,994
Administrative expenses	<u>10,050</u>

Total deductions 17,137,044

Net Decrease Before Other Changes (6,121,055)

Transfers Out (2,746,836)

Net Decrease (8,867,891)

Net Assets Available for Benefits

Beginning of year 100,965,717

End of year \$ 92,097,826

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 1 - Plan Description

The following description of the Spartech Corporation 401(k) Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all eligible employees employed by PolyOne Designed Structures and Solutions LLC (the "Company"), a wholly owned subsidiary of PolyOne Corporation, and its subsidiaries. All U.S. employees are eligible to become participants in the Plan, except leased employees and those employees covered by a collective bargaining agreement that does not provide for participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In 2014, the Company transferred certain assets and related participant accounts out of the Plan and into another plan administered by PolyOne Corporation. The resulting transfer totaling \$2,746,836 is presented as Transfers Out on the Statement of Changes in Net Assets.

Contributions - The Plan provides for employee 401(k) contributions up to the maximum tax deferred limitations established by the Internal Revenue Code. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan allows for a discretionary matching contribution of 50 percent of the participant's contribution not to exceed 6 percent of the employee's deferred compensation.

The Company may also make discretionary nonelective contributions to the Plan. There were no such contributions to the Plan in 2014.

Participant Accounts - Each participant's account is credited with the participant's contributions and the Company's matching contributions and discretionary contributions, if any, and plan earnings. Allocations are based on participant earnings or account balances, as defined.

Vesting - Participants are immediately fully vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service. Participants vest in contributions made by the Company 20 percent after one year of service, and continue to vest in 20 percent increments until they become fully vested after five years of service. Participants also become fully vested upon reaching age 65, upon becoming completely disabled, upon death, or upon the Plan's termination.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Benefit Payments - Distributions are payable upon retirement, death, disability, attainment of age 59½, or termination of employment in the form of either a lump-sum amount equal to the vested balance of a participant's account or annual installments over a period based on his or her life expectancy. Hardship withdrawals are also permitted under the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the non-vested amount of the participant's account is forfeited. Forfeitures are used to reduce future Company contributions. At December 31, 2014 and 2013, forfeited account balances totaled \$133,805 and \$243,127, respectively.

Participant Notes Receivable - Participants may borrow from their accounts subject to a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percent. Principal and interest are paid ratably through monthly payroll deductions.

Party-in-interest Transactions - Certain Plan assets are in investment funds managed by Prudential Retirement Insurance and Annuity Company (Prudential) or its affiliates. Prudential is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While 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 set forth in the plan document and ERISA. Upon termination of the Plan, participants become fully vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). Mutual funds are valued based on quoted active market prices. The pooled separate account is valued at fair value based on the closing market prices of the funds' underlying securities. The guaranteed income fund is a group annuity contract with Prudential that invests in the general assets of Prudential. Prudential considers this contract to be benefit responsive; however, since there are no specific securities in Prudential's general account related to this contract and due to the contract terms, including the frequency of the interest rate reset intervals, contract value approximates fair value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 4 for additional information.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate, 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability within the statement of net assets.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

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

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 statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 17, 2015, which is the date the financial statements were available to be issued.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 3 - Investment Information

Investments that exceed 5 percent of end of year net assets are as follows:

	2014	2013
Prudential Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317
Mutual Global Discovery Fund	-	5,582,313
Prudential Stock Index A Fund	-	6,344,309
PIMCO U.S. Bond Fund	11,895,558	12,462,360
MFS Massachusetts Investors Growth Stock A Fund	-	10,228,169
American Century Equity Income A Fund	-	8,683,897
American Funds EuroPacific Growth R3 Fund	-	10,613,260
Franklin Small Cap Value A Fund	-	5,104,231
Franklin Small Cap Value Adv Fund	4,616,538	-
American Funds Europacific Growth R4 Fund	8,890,123	-
John Hancock Disciplined Value R5 Fund	8,082,661	-
MFS Massachusetts Investors Growth Stock R4 Fund	8,827,552	-
Vanguard Institutional Index I Fund	9,059,266	-

Note 4 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value at December 31, 2014 and 2013.

Level 1 - Fair value is based on quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.

Level 2 - Fair value is based on inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rate and yield curves that are observable.

Level 3 - Fair value is based on unobservable inputs for the assets or liability. Level 3 inputs include the Plan's management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Investments Measured at Fair Value at December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 13,123,061	\$ -	\$ -	\$ 13,123,061
Large cap	25,969,479	-	-	25,969,479
Mid cap	6,201,163	-	-	6,201,163
Small cap	9,185,129	-	-	9,185,129
Fixed income	312,422	-	-	312,422
Pooled separate account (1)	-	11,895,558	-	11,895,558
Guaranteed income fund (2)	-	-	22,866,371	22,866,371
Total	<u>\$ 54,791,254</u>	<u>\$ 11,895,558</u>	<u>\$ 22,866,371</u>	<u>\$ 89,553,183</u>

Investments Measured at Fair Value at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 16,680,295	\$ -	\$ -	\$ 16,680,295
Large cap	27,697,186	-	-	27,697,186
Mid cap	5,138,326	-	-	5,138,326
Small cap	11,052,368	-	-	11,052,368
Pooled separate account (1)	-	12,462,360	-	12,462,360
Guaranteed income fund (2)	-	-	24,928,317	24,928,317
Total	<u>\$ 60,568,175</u>	<u>\$ 12,462,360</u>	<u>\$ 24,928,317</u>	<u>\$ 97,958,852</u>

- (1) The pooled separate account is a core plus bond fund composed primarily of domestic fixed-income securities. Securities are priced by Interactive Data Corporation using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. This fund is non-marketable.
- (2) The guaranteed income fund is designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company. See Note 5 to these financial statements for additional information.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no significant transfers during 2014 or 2013.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Changes in Level 3 assets measured at fair value for the years ended December 31, 2014 and 2013 are as follows:

	<u>Guaranteed Income Fund</u>
Balance at January 1, 2014	\$ 24,928,317
Purchases	6,121,527
Sales	(8,544,111)
Interest credited during the year	<u>360,638</u>
Balance at December 31, 2014	<u>\$ 22,866,371</u>
	<u>Guaranteed Income Fund</u>
Balance at January 1, 2013	\$ 18,161,779
Purchases	13,843,127
Sales	(7,449,161)
Interest credited during the year	<u>372,572</u>
Balance at December 31, 2013	<u>\$ 24,928,317</u>

Quantitative Information about Level 3 Fair Value Measurements

The following table summarizes the valuation methods and inputs used to determine fair value at December 31, 2014 and 2013 for assets measured at fair value using unobservable inputs (Level 3 inputs).

Investment	Fair Value at December 31, 2014	Fair Value at December 31, 2013	Valuation Technique	Significant Unobservable Inputs Used	Significant Input Value
Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317	Fair value equals contract value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than or equal to the contractual minimum crediting rate

For those assets with fair value measured using Level 3 inputs, Plan management determines fair value measurement policies and procedures. Those policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 5 - Guaranteed Income Fund

The guaranteed income fund (GIF) is a group annuity insurance contract issued by Prudential. Under this contract, participants may ordinarily direct permitted withdrawals or transfers of all or a portion of their account balance at contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. The contract is affected directly between the Plan and Prudential. The repayment of principal and interest credited to participants is a financial obligation of Prudential. Given these provisions, the contract is considered to be benefit responsive.

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest rate is applied to all contributions made to the product regardless of the timing of those contributions. When establishing interest rates for the GIF, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio.

The GIF has no maturity date. Upon a discontinuance of the contract by the plan sponsor, contract value would be paid no later than 90 days from the date the plan sponsor provides notice to discontinue. There are no events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different from contract value. The minimum interest rate under the contract is 1.50 percent. The average yields earned by the Plan and credited to plan participants at December 31 are as follows:

	2014	2013
Average yields:		
Based on actual earnings	1.65 %	1.60 %
Based on interest rate credited to participants	1.65	1.60

As the crediting interest rate is reset semiannually to prevailing market rates, fair value approximates contract value.

Note 6 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan Administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 92,097,826	\$ 100,965,717
Excess contributions payable	<u>53,636</u>	<u>194,437</u>
Net assets available for benefits per Form 5500	<u>\$ 92,151,462</u>	<u>\$ 101,160,154</u>

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2014 to Form 5500:

	<u>2014</u>
Net decrease before transfers out per financial statements	\$ (6,121,055)
Change in excess contributions payable	<u>(140,801)</u>
Net decrease per Form 5500	<u>\$ (6,261,856)</u>

Spartech Corporation 401(k) Savings & Investment Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 43-0761773, Plan No. 001 December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Prudential Guaranteed Income Fund**	*	\$ 22,866,371
	Pooled Separate Account - PIMCO U.S. Bond Fund	*	11,895,558
	Mutual funds:		
	Franklin Mutual Discovery Z Fund	*	4,133,193
	Franklin Small Cap Value ADV Fund	*	4,616,538
	Invesco Small Cap Growth R5 Fund	*	4,568,591
	American Funds EuroPacific Growth R4 Fund	*	8,890,123
	John Hancock Disciplined Value R5 Fund	*	8,082,661
	MFS Massachusetts Investors Growth Stock R4 Fund	*	8,827,552
	Vanguard Institutional Index I Fund	*	9,059,266
	Hartford Mid Cap R5 Fund	*	716,611
	T. Rowe Price Mid Cap Value Fund	*	931,246
	Vanguard Total Bond Index Fund	*	312,423
	Vanguard Total Intl Stock Index Admiral Fund	*	99,744
	Vanguard Extended Market Idx Adm Fund	*	4,553,306
Participants**	Participant loans receivable with interest rates ranging from 4.25 to 10.50 percent	*	2,598,279
	Total		<u><u>\$ 92,151,462</u></u>

* Cost information not required

** Party-in-interest

Spartech Corporation 401(k) Savings & Investment Plan

**Financial Report
December 31, 2014**

Spartech Corporation 401(k) Savings & Investment Plan

Contents

Report Letter	1-2
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-12
Schedule of Assets Held at End of Year	13

Independent Auditor's Report

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

We have audited the accompanying financial statements of Spartech Corporation 401(k) Savings & Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2014 and 2013 and the changes in net assets for the year ended December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year as of December 31, 2014 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Plante & Moran, PLLC

Cleveland, Ohio
September 17, 2015

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments, at fair value	\$ 89,553,183	\$ 97,958,852
Participant notes receivable	2,598,279	3,201,302
Total assets	92,151,462	101,160,154
Liabilities - Excess contributions payable	53,636	194,437
Net Assets Available for Benefits	\$ 92,097,826	\$ 100,965,717

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014

Additions to Net Assets

Contributions:

Employee	\$ 4,567,001
Employer	1,300,299
Rollovers	<u>237,588</u>

Total contributions 6,104,888

Investment income:

Interest and dividends	1,073,540
Net realized and unrealized gains on investments	<u>3,721,027</u>

Interest from participant notes receivable 116,534

Total additions 11,015,989

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	17,126,994
Administrative expenses	<u>10,050</u>

Total deductions 17,137,044

Net Decrease Before Other Changes (6,121,055)

Transfers Out (2,746,836)

Net Decrease (8,867,891)

Net Assets Available for Benefits

Beginning of year 100,965,717

End of year \$ 92,097,826

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 1 - Plan Description

The following description of the Spartech Corporation 401(k) Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all eligible employees employed by PolyOne Designed Structures and Solutions LLC (the "Company"), a wholly owned subsidiary of PolyOne Corporation, and its subsidiaries. All U.S. employees are eligible to become participants in the Plan, except leased employees and those employees covered by a collective bargaining agreement that does not provide for participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In 2014, the Company transferred certain assets and related participant accounts out of the Plan and into another plan administered by PolyOne Corporation. The resulting transfer totaling \$2,746,836 is presented as Transfers Out on the Statement of Changes in Net Assets.

Contributions - The Plan provides for employee 401(k) contributions up to the maximum tax deferred limitations established by the Internal Revenue Code. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan allows for a discretionary matching contribution of 50 percent of the participant's contribution not to exceed 6 percent of the employee's deferred compensation.

The Company may also make discretionary nonelective contributions to the Plan. There were no such contributions to the Plan in 2014.

Participant Accounts - Each participant's account is credited with the participant's contributions and the Company's matching contributions and discretionary contributions, if any, and plan earnings. Allocations are based on participant earnings or account balances, as defined.

Vesting - Participants are immediately fully vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service. Participants vest in contributions made by the Company 20 percent after one year of service, and continue to vest in 20 percent increments until they become fully vested after five years of service. Participants also become fully vested upon reaching age 65, upon becoming completely disabled, upon death, or upon the Plan's termination.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Benefit Payments - Distributions are payable upon retirement, death, disability, attainment of age 59½, or termination of employment in the form of either a lump-sum amount equal to the vested balance of a participant's account or annual installments over a period based on his or her life expectancy. Hardship withdrawals are also permitted under the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the non-vested amount of the participant's account is forfeited. Forfeitures are used to reduce future Company contributions. At December 31, 2014 and 2013, forfeited account balances totaled \$133,805 and \$243,127, respectively.

Participant Notes Receivable - Participants may borrow from their accounts subject to a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percent. Principal and interest are paid ratably through monthly payroll deductions.

Party-in-interest Transactions - Certain Plan assets are in investment funds managed by Prudential Retirement Insurance and Annuity Company (Prudential) or its affiliates. Prudential is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While 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 set forth in the plan document and ERISA. Upon termination of the Plan, participants become fully vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). Mutual funds are valued based on quoted active market prices. The pooled separate account is valued at fair value based on the closing market prices of the funds' underlying securities. The guaranteed income fund is a group annuity contract with Prudential that invests in the general assets of Prudential. Prudential considers this contract to be benefit responsive; however, since there are no specific securities in Prudential's general account related to this contract and due to the contract terms, including the frequency of the interest rate reset intervals, contract value approximates fair value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 4 for additional information.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate, 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability within the statement of net assets.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

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

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 statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 17, 2015, which is the date the financial statements were available to be issued.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 3 - Investment Information

Investments that exceed 5 percent of end of year net assets are as follows:

	2014	2013
Prudential Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317
Mutual Global Discovery Fund	-	5,582,313
Prudential Stock Index A Fund	-	6,344,309
PIMCO U.S. Bond Fund	11,895,558	12,462,360
MFS Massachusetts Investors Growth Stock A Fund	-	10,228,169
American Century Equity Income A Fund	-	8,683,897
American Funds EuroPacific Growth R3 Fund	-	10,613,260
Franklin Small Cap Value A Fund	-	5,104,231
Franklin Small Cap Value Adv Fund	4,616,538	-
American Funds Europacific Growth R4 Fund	8,890,123	-
John Hancock Disciplined Value R5 Fund	8,082,661	-
MFS Massachusetts Investors Growth Stock R4 Fund	8,827,552	-
Vanguard Institutional Index I Fund	9,059,266	-

Note 4 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value at December 31, 2014 and 2013.

Level 1 - Fair value is based on quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.

Level 2 - Fair value is based on inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rate and yield curves that are observable.

Level 3 - Fair value is based on unobservable inputs for the assets or liability. Level 3 inputs include the Plan's management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Investments Measured at Fair Value at December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 13,123,061	\$ -	\$ -	\$ 13,123,061
Large cap	25,969,479	-	-	25,969,479
Mid cap	6,201,163	-	-	6,201,163
Small cap	9,185,129	-	-	9,185,129
Fixed income	312,422	-	-	312,422
Pooled separate account (1)	-	11,895,558	-	11,895,558
Guaranteed income fund (2)	-	-	22,866,371	22,866,371
Total	<u>\$ 54,791,254</u>	<u>\$ 11,895,558</u>	<u>\$ 22,866,371</u>	<u>\$ 89,553,183</u>

Investments Measured at Fair Value at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 16,680,295	\$ -	\$ -	\$ 16,680,295
Large cap	27,697,186	-	-	27,697,186
Mid cap	5,138,326	-	-	5,138,326
Small cap	11,052,368	-	-	11,052,368
Pooled separate account (1)	-	12,462,360	-	12,462,360
Guaranteed income fund (2)	-	-	24,928,317	24,928,317
Total	<u>\$ 60,568,175</u>	<u>\$ 12,462,360</u>	<u>\$ 24,928,317</u>	<u>\$ 97,958,852</u>

- (1) The pooled separate account is a core plus bond fund composed primarily of domestic fixed-income securities. Securities are priced by Interactive Data Corporation using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. This fund is non-marketable.
- (2) The guaranteed income fund is designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company. See Note 5 to these financial statements for additional information.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no significant transfers during 2014 or 2013.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Changes in Level 3 assets measured at fair value for the years ended December 31, 2014 and 2013 are as follows:

	<u>Guaranteed Income Fund</u>
Balance at January 1, 2014	\$ 24,928,317
Purchases	6,121,527
Sales	(8,544,111)
Interest credited during the year	<u>360,638</u>
Balance at December 31, 2014	<u>\$ 22,866,371</u>
	<u>Guaranteed Income Fund</u>
Balance at January 1, 2013	\$ 18,161,779
Purchases	13,843,127
Sales	(7,449,161)
Interest credited during the year	<u>372,572</u>
Balance at December 31, 2013	<u>\$ 24,928,317</u>

Quantitative Information about Level 3 Fair Value Measurements

The following table summarizes the valuation methods and inputs used to determine fair value at December 31, 2014 and 2013 for assets measured at fair value using unobservable inputs (Level 3 inputs).

Investment	Fair Value at December 31, 2014	Fair Value at December 31, 2013	Valuation Technique	Significant Unobservable Inputs Used	Significant Input Value
Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317	Fair value equals contract value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than or equal to the contractual minimum crediting rate

For those assets with fair value measured using Level 3 inputs, Plan management determines fair value measurement policies and procedures. Those policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 5 - Guaranteed Income Fund

The guaranteed income fund (GIF) is a group annuity insurance contract issued by Prudential. Under this contract, participants may ordinarily direct permitted withdrawals or transfers of all or a portion of their account balance at contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. The contract is affected directly between the Plan and Prudential. The repayment of principal and interest credited to participants is a financial obligation of Prudential. Given these provisions, the contract is considered to be benefit responsive.

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest rate is applied to all contributions made to the product regardless of the timing of those contributions. When establishing interest rates for the GIF, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio.

The GIF has no maturity date. Upon a discontinuance of the contract by the plan sponsor, contract value would be paid no later than 90 days from the date the plan sponsor provides notice to discontinue. There are no events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different from contract value. The minimum interest rate under the contract is 1.50 percent. The average yields earned by the Plan and credited to plan participants at December 31 are as follows:

	2014	2013
Average yields:		
Based on actual earnings	1.65 %	1.60 %
Based on interest rate credited to participants	1.65	1.60

As the crediting interest rate is reset semiannually to prevailing market rates, fair value approximates contract value.

Note 6 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan Administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 92,097,826	\$ 100,965,717
Excess contributions payable	<u>53,636</u>	<u>194,437</u>
Net assets available for benefits per Form 5500	<u>\$ 92,151,462</u>	<u>\$ 101,160,154</u>

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2014 to Form 5500:

	<u>2014</u>
Net decrease before transfers out per financial statements	\$ (6,121,055)
Change in excess contributions payable	<u>(140,801)</u>
Net decrease per Form 5500	<u>\$ (6,261,856)</u>

Spartech Corporation 401(k) Savings & Investment Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 43-0761773, Plan No. 001 December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Prudential Guaranteed Income Fund**	*	\$ 22,866,371
	Pooled Separate Account - PIMCO U.S. Bond Fund	*	11,895,558
	Mutual funds:		
	Franklin Mutual Discovery Z Fund	*	4,133,193
	Franklin Small Cap Value ADV Fund	*	4,616,538
	Invesco Small Cap Growth R5 Fund	*	4,568,591
	American Funds EuroPacific Growth R4 Fund	*	8,890,123
	John Hancock Disciplined Value R5 Fund	*	8,082,661
	MFS Massachusetts Investors Growth Stock R4 Fund	*	8,827,552
	Vanguard Institutional Index I Fund	*	9,059,266
	Hartford Mid Cap R5 Fund	*	716,611
	T. Rowe Price Mid Cap Value Fund	*	931,246
	Vanguard Total Bond Index Fund	*	312,423
	Vanguard Total Intl Stock Index Admiral Fund	*	99,744
	Vanguard Extended Market Idx Adm Fund	*	4,553,306
Participants**	Participant loans receivable with interest rates ranging from 4.25 to 10.50 percent	*	2,598,279
	Total		<u>\$ 92,151,462</u>

* Cost information not required

** Party-in-interest

Spartech Corporation 401(k) Savings & Investment Plan

**Financial Report
December 31, 2014**

Spartech Corporation 401(k) Savings & Investment Plan

Contents

Report Letter	1-2
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-12
Schedule of Assets Held at End of Year	13

Independent Auditor's Report

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

We have audited the accompanying financial statements of Spartech Corporation 401(k) Savings & Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Spartech Corporation 401(k) Savings & Investment Plan
Retirement Plan Committee

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2014 and 2013 and the changes in net assets for the year ended December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year as of December 31, 2014 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Plante & Moran, PLLC

Cleveland, Ohio
September 17, 2015

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments, at fair value	\$ 89,553,183	\$ 97,958,852
Participant notes receivable	2,598,279	3,201,302
Total assets	92,151,462	101,160,154
Liabilities - Excess contributions payable	53,636	194,437
Net Assets Available for Benefits	\$ 92,097,826	\$ 100,965,717

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014

Additions to Net Assets

Contributions:

Employee	\$ 4,567,001
Employer	1,300,299
Rollovers	<u>237,588</u>

Total contributions 6,104,888

Investment income:

Interest and dividends	1,073,540
Net realized and unrealized gains on investments	<u>3,721,027</u>

Interest from participant notes receivable 116,534

Total additions 11,015,989

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	17,126,994
Administrative expenses	<u>10,050</u>

Total deductions 17,137,044

Net Decrease Before Other Changes (6,121,055)

Transfers Out (2,746,836)

Net Decrease (8,867,891)

Net Assets Available for Benefits

Beginning of year 100,965,717

End of year \$ 92,097,826

See Notes to Financial Statements.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 1 - Plan Description

The following description of the Spartech Corporation 401(k) Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all eligible employees employed by PolyOne Designed Structures and Solutions LLC (the "Company"), a wholly owned subsidiary of PolyOne Corporation, and its subsidiaries. All U.S. employees are eligible to become participants in the Plan, except leased employees and those employees covered by a collective bargaining agreement that does not provide for participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In 2014, the Company transferred certain assets and related participant accounts out of the Plan and into another plan administered by PolyOne Corporation. The resulting transfer totaling \$2,746,836 is presented as Transfers Out on the Statement of Changes in Net Assets.

Contributions - The Plan provides for employee 401(k) contributions up to the maximum tax deferred limitations established by the Internal Revenue Code. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan allows for a discretionary matching contribution of 50 percent of the participant's contribution not to exceed 6 percent of the employee's deferred compensation.

The Company may also make discretionary nonelective contributions to the Plan. There were no such contributions to the Plan in 2014.

Participant Accounts - Each participant's account is credited with the participant's contributions and the Company's matching contributions and discretionary contributions, if any, and plan earnings. Allocations are based on participant earnings or account balances, as defined.

Vesting - Participants are immediately fully vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service. Participants vest in contributions made by the Company 20 percent after one year of service, and continue to vest in 20 percent increments until they become fully vested after five years of service. Participants also become fully vested upon reaching age 65, upon becoming completely disabled, upon death, or upon the Plan's termination.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Benefit Payments - Distributions are payable upon retirement, death, disability, attainment of age 59½, or termination of employment in the form of either a lump-sum amount equal to the vested balance of a participant's account or annual installments over a period based on his or her life expectancy. Hardship withdrawals are also permitted under the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the non-vested amount of the participant's account is forfeited. Forfeitures are used to reduce future Company contributions. At December 31, 2014 and 2013, forfeited account balances totaled \$133,805 and \$243,127, respectively.

Participant Notes Receivable - Participants may borrow from their accounts subject to a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percent. Principal and interest are paid ratably through monthly payroll deductions.

Party-in-interest Transactions - Certain Plan assets are in investment funds managed by Prudential Retirement Insurance and Annuity Company (Prudential) or its affiliates. Prudential is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While 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 set forth in the plan document and ERISA. Upon termination of the Plan, participants become fully vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). Mutual funds are valued based on quoted active market prices. The pooled separate account is valued at fair value based on the closing market prices of the funds' underlying securities. The guaranteed income fund is a group annuity contract with Prudential that invests in the general assets of Prudential. Prudential considers this contract to be benefit responsive; however, since there are no specific securities in Prudential's general account related to this contract and due to the contract terms, including the frequency of the interest rate reset intervals, contract value approximates fair value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 4 for additional information.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate, 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability within the statement of net assets.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

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

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 statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 17, 2015, which is the date the financial statements were available to be issued.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 3 - Investment Information

Investments that exceed 5 percent of end of year net assets are as follows:

	2014	2013
Prudential Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317
Mutual Global Discovery Fund	-	5,582,313
Prudential Stock Index A Fund	-	6,344,309
PIMCO U.S. Bond Fund	11,895,558	12,462,360
MFS Massachusetts Investors Growth Stock A Fund	-	10,228,169
American Century Equity Income A Fund	-	8,683,897
American Funds EuroPacific Growth R3 Fund	-	10,613,260
Franklin Small Cap Value A Fund	-	5,104,231
Franklin Small Cap Value Adv Fund	4,616,538	-
American Funds Europacific Growth R4 Fund	8,890,123	-
John Hancock Disciplined Value R5 Fund	8,082,661	-
MFS Massachusetts Investors Growth Stock R4 Fund	8,827,552	-
Vanguard Institutional Index I Fund	9,059,266	-

Note 4 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value at December 31, 2014 and 2013.

Level 1 - Fair value is based on quoted prices in active markets that are accessible to the Plan at the measurement date for identical assets or liabilities.

Level 2 - Fair value is based on inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rate and yield curves that are observable.

Level 3 - Fair value is based on unobservable inputs for the assets or liability. Level 3 inputs include the Plan's management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Investments Measured at Fair Value at December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 13,123,061	\$ -	\$ -	\$ 13,123,061
Large cap	25,969,479	-	-	25,969,479
Mid cap	6,201,163	-	-	6,201,163
Small cap	9,185,129	-	-	9,185,129
Fixed income	312,422	-	-	312,422
Pooled separate account (1)	-	11,895,558	-	11,895,558
Guaranteed income fund (2)	-	-	22,866,371	22,866,371
Total	<u>\$ 54,791,254</u>	<u>\$ 11,895,558</u>	<u>\$ 22,866,371</u>	<u>\$ 89,553,183</u>

Investments Measured at Fair Value at December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
International	\$ 16,680,295	\$ -	\$ -	\$ 16,680,295
Large cap	27,697,186	-	-	27,697,186
Mid cap	5,138,326	-	-	5,138,326
Small cap	11,052,368	-	-	11,052,368
Pooled separate account (1)	-	12,462,360	-	12,462,360
Guaranteed income fund (2)	-	-	24,928,317	24,928,317
Total	<u>\$ 60,568,175</u>	<u>\$ 12,462,360</u>	<u>\$ 24,928,317</u>	<u>\$ 97,958,852</u>

- (1) The pooled separate account is a core plus bond fund composed primarily of domestic fixed-income securities. Securities are priced by Interactive Data Corporation using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. This fund is non-marketable.
- (2) The guaranteed income fund is designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company. See Note 5 to these financial statements for additional information.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no significant transfers during 2014 or 2013.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Changes in Level 3 assets measured at fair value for the years ended December 31, 2014 and 2013 are as follows:

	<u>Guaranteed Income Fund</u>
Balance at January 1, 2014	\$ 24,928,317
Purchases	6,121,527
Sales	(8,544,111)
Interest credited during the year	<u>360,638</u>
Balance at December 31, 2014	<u>\$ 22,866,371</u>
	<u>Guaranteed Income Fund</u>
Balance at January 1, 2013	\$ 18,161,779
Purchases	13,843,127
Sales	(7,449,161)
Interest credited during the year	<u>372,572</u>
Balance at December 31, 2013	<u>\$ 24,928,317</u>

Quantitative Information about Level 3 Fair Value Measurements

The following table summarizes the valuation methods and inputs used to determine fair value at December 31, 2014 and 2013 for assets measured at fair value using unobservable inputs (Level 3 inputs).

Investment	Fair Value at December 31, 2014	Fair Value at December 31, 2013	Valuation Technique	Significant Unobservable Inputs Used	Significant Input Value
Guaranteed Income Fund	\$ 22,866,371	\$ 24,928,317	Fair value equals contract value	Earnings at guaranteed crediting rate	Gross guaranteed crediting rate must be greater than or equal to the contractual minimum crediting rate

For those assets with fair value measured using Level 3 inputs, Plan management determines fair value measurement policies and procedures. Those policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 5 - Guaranteed Income Fund

The guaranteed income fund (GIF) is a group annuity insurance contract issued by Prudential. Under this contract, participants may ordinarily direct permitted withdrawals or transfers of all or a portion of their account balance at contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed interest rates, less withdrawals and fees. The contract is affected directly between the Plan and Prudential. The repayment of principal and interest credited to participants is a financial obligation of Prudential. Given these provisions, the contract is considered to be benefit responsive.

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest rate is applied to all contributions made to the product regardless of the timing of those contributions. When establishing interest rates for the GIF, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio.

The GIF has no maturity date. Upon a discontinuance of the contract by the plan sponsor, contract value would be paid no later than 90 days from the date the plan sponsor provides notice to discontinue. There are no events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different from contract value. The minimum interest rate under the contract is 1.50 percent. The average yields earned by the Plan and credited to plan participants at December 31 are as follows:

	2014	2013
Average yields:		
Based on actual earnings	1.65 %	1.60 %
Based on interest rate credited to participants	1.65	1.60

As the crediting interest rate is reset semiannually to prevailing market rates, fair value approximates contract value.

Note 6 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan Administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Spartech Corporation 401(k) Savings & Investment Plan

Notes to Financial Statements

Note 7 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 92,097,826	\$ 100,965,717
Excess contributions payable	<u>53,636</u>	<u>194,437</u>
Net assets available for benefits per Form 5500	<u>\$ 92,151,462</u>	<u>\$ 101,160,154</u>

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2014 to Form 5500:

	<u>2014</u>
Net decrease before transfers out per financial statements	\$ (6,121,055)
Change in excess contributions payable	<u>(140,801)</u>
Net decrease per Form 5500	<u>\$ (6,261,856)</u>

Spartech Corporation 401(k) Savings & Investment Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 43-0761773, Plan No. 001 December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Prudential Guaranteed Income Fund**	*	\$ 22,866,371
	Pooled Separate Account - PIMCO U.S. Bond Fund	*	11,895,558
	Mutual funds:		
	Franklin Mutual Discovery Z Fund	*	4,133,193
	Franklin Small Cap Value ADV Fund	*	4,616,538
	Invesco Small Cap Growth R5 Fund	*	4,568,591
	American Funds EuroPacific Growth R4 Fund	*	8,890,123
	John Hancock Disciplined Value R5 Fund	*	8,082,661
	MFS Massachusetts Investors Growth Stock R4 Fund	*	8,827,552
	Vanguard Institutional Index I Fund	*	9,059,266
	Hartford Mid Cap R5 Fund	*	716,611
	T. Rowe Price Mid Cap Value Fund	*	931,246
	Vanguard Total Bond Index Fund	*	312,423
	Vanguard Total Intl Stock Index Admiral Fund	*	99,744
	Vanguard Extended Market Idx Adm Fund	*	4,553,306
Participants**	Participant loans receivable with interest rates ranging from 4.25 to 10.50 percent	*	2,598,279
	Total		<u><u>\$ 92,151,462</u></u>

* Cost information not required

** Party-in-interest