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 01/01/2014 and ending 12/31/2014

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
- [X] 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. . . . . ▶ [X]

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
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/15/1951

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
THE HILLIARD CORPORATION

100 WEST FOURTH STREET
ELMIRA, NY 14901-0000

2b Employer Identification Number (EIN)
16-0480520

2c Plan Sponsor's telephone number
607-733-7121

2d Business code (see instructions)
336990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	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)
KATHERINE E. STICKLER
MENGEL, METZGER, BARR & CO. LLP
333 EAST WATER ST, STE 200
ELMIRA, NY 14901

Preparer's telephone number (optional)
607-734-4183

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	549
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	449
a(2) Total number of active participants at the end of the plan year	**6a(2)**	458
b Retired or separated participants receiving benefits	**6b**	68
c Other retired or separated participants entitled to future benefits	**6c**	12
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	538
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	20
f Total. Add lines **6d** and **6e**.	**6f**	558
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

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

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

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

A Name of plan
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
THE HILLIARD CORPORATION

D Employer Identification Number (EIN)
16-0480520

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014

2 Assets:

a Market value	**2a**	18014461
b Actuarial value	**2b**	16897643

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	89	7157848	7157848
b For terminated vested participants	12	167409	167409
c For active participants	453	7511906	7511906
d Total	554	14837163	14837163

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.63%
6 Target normal cost	**6**	774402

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 10/05/2015

HOWARD A. LAPIN — Type or print name of actuary

14-07165 — Most recent enrollment number

BUCK CONSULTANTS, LLC — Firm name

260-426-7800 — Telephone number (including area code)

110 WEST BERRY STREET, SUITE 1300
FORT WAYNE, IN 46802-2317

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		2502616
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		0
9	Amount remaining (line 7 minus line 8)		2502616
10	Interest on line 9 using prior year's actual return of 16.80%		420439
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		545184
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.44 %		35110
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	c Total available at beginning of current plan year to add to prefunding balance		580294
	d Portion of (c) to be added to prefunding balance		580294
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3503349

Part III Funding Percentages

14	Funding target attainment percentage	14	85.91 %
15	Adjusted funding target attainment percentage	15	108.38 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.68 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/17/2014	267860				
07/07/2014	267860				
10/14/2014	267860				
12/15/2014	293913				
08/21/2015	700000				
			Totals ► 18(b)	1797493	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1683461

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.99 %	6.32 %	6.99 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	774402
b Excess assets, if applicable, but not greater than line 31a	**31b**	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	272018	271205
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	1045607

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	1045607
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	1683461

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	637854
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE HILLIARD CORPORATION

D Employer Identification Number (EIN)
16-0480520

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

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(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)

CHEMUNG CANAL TRUST COMPANY

ONE CHEMUNG CANAL PLAZA
ELMIRA, NY 14901

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	66032	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

BUCK CONSULTANTS

110 WEST BERRY STREET, SUITE 1300
FORT WAYNE, IN 46802-2317

(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?
11	ACTUARY	42432	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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

(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

(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

(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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

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

A Name of plan
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE HILLIARD CORPORATION

D Employer Identification Number (EIN)
16-0480520

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3713	4235
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	204647	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	28435	42604
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1464926	693272
(2) U.S. Government securities	1c(2)	690670	451002
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	1445902	2589649
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	10554576	12758556
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2992582	2911189
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	17385451	19450507
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	53922	29784
k Total liabilities (add all amounts in lines 1g through1j)	1k	53922	29784
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17331529	19420723

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)	1758874	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1758874
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	229	
(B) U.S. Government securities	2b(1)(B)	15105	
(C) Corporate debt instruments	2b(1)(C)	59991	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	8052	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		83377
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	236240	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	138092	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		374332
(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)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	865935	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		865935

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-40627
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3041891
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	808488	
(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)		808488
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)	78177	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	66032	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		144209
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		952697
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2089194
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MENGEL, METZGER, BARR & CO. LLP **(2)** EIN: 16-1092347

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE HILLIARD CORPORATION

D Employer Identification Number (EIN)
16-0480520

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

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** 8

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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):

THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

ELMIRA, NEW YORK

FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2014 AND 2013



MENGEL METZGER BARR & CO. LLP

Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Pension Committee
The Hilliard Corporation Pension Plan
for Non-Salaried Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Hilliard Corporation Pension Plan for Non-Salaried Employees, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

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Additional Offices: Elmira, NY • Canandaigua, NY • Hornell, NY • An Independent Member of the BDO Seidman Alliance

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Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statement as a whole. The supplemental schedule of assets held for investment purposes at end of year - December 31, 2014, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Mengel, Metzger, Barr & Co. LLP

Elmira, New York
October 12, 2015

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THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2014	2013
ASSETS		
Investments, at fair value:		
Corporate bonds	$ 2,589,649	$ 1,445,902
Corporate stocks	12,758,556	10,554,576
Government securities	451,002	690,670
Mutual funds	2,911,189	2,992,582
Money market	693,272	1,464,926
	19,403,668	17,148,656
Receivables:		
Employer contribution	-	204,647
Accrued income	42,604	28,435
Cash	4,235	3,713
TOTAL ASSETS	19,450,507	17,385,451
LIABILITY		
Accounts payable	29,784	53,922
NET ASSETS AVAILABLE FOR BENEFITS	$ 19,420,723	$ 17,331,529

See accompanying independent auditor's report and notes to financial statements.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2014	2013
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 457,709	$ 408,935
Net appreciation in fair value of investments	825,308	2,027,357
	1,283,017	2,436,292
Contributions	1,758,874	1,521,439
TOTAL ADDITIONS	3,041,891	3,957,731
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefit payments	808,488	738,230
Administrative fees	144,209	138,686
TOTAL DEDUCTIONS	952,697	876,916
NET INCREASE	2,089,194	3,080,815
Net assets available for benefits at beginning of year	17,331,529	14,250,714
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 19,420,723	$ 17,331,529

See accompanying independent auditor's report and notes to financial statements.

NOTE A: DESCRIPTION OF THE PLAN

The following description of The Hilliard Corporation Pension Plan for Non-Salaried Employees (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory defined benefit plan which covers substantially all non-salaried employees of The Hilliard Corporation (the "Company") and provides for pension and disability benefits. The Plan is subject to the provision of the Employee Retirement Income Security Act of 1974 (ERISA).

Vesting and benefits

Non-salaried employees are eligible to become a plan participant on the date of employment. Full vesting occurs after completion of five years of vesting service. The Plan provides for normal retirement benefits upon attaining age 65 and has provisions for early retirement, death and disability benefits for those participants who are eligible to receive such benefits. Benefits are determined based upon average compensation, years of credited service and other provisions, as provided for in the Plan.

Funding

The Company has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to pay the benefits to Plan members required to be paid under the provisions of the Plan. The Company makes annual contributions in amounts sufficient to fund the Plan's current service cost plus amortization of the actuarial accrued surplus over a period of 10 years, up to the maximum amount allowable for tax purposes. The Plan has met the ERISA minimum funding requirements.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

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

Valuation of investments and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date.

Actuarial present value of accumulated plan benefits

Accumulated plan benefits (see Note E) are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on employees' compensation and years of credited service. The accumulated plan benefits for active employees are based on their compensation and years of credited service to the valuation date. Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates and assumptions.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the date of the statement of net assets available for benefits through October 12, 2015, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America provide a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Money Market: Fair value equals cost.

Corporate Bonds, Corporate Stocks, Government Securities and Mutual Funds: Fair value is based on quoted prices for identical assets in active markets.

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

NOTE C: FAIR VALUE MEASUREMENTS, Cont'd

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

	Level 1	Level 2	Level 3	Total
December 31, 2014				
Money market	$ 693,272	$ -	$ -	$ 693,272
Publicly-traded common stock:				
Financial	2,231,360	-	-	2,231,360
Healthcare	1,005,306	-	-	1,005,306
Basic materials	1,132,882	-	-	1,132,882
Technology	3,307,581	-	-	3,307,581
Consumer goods	3,075,433	-	-	3,075,433
Industrial goods	1,431,793	-	-	1,431,793
Energy	194,145	-	-	194,145
Foreign stock	380,056	-	-	380,056
Total publicly-traded common stock	12,758,556	-	-	12,758,556
Mutual Funds:				
International stock funds	458,444	-	-	458,444
Fixed income funds	1,751,550	-	-	1,751,550
Alternative asset fund	701,195	-	-	701,195
Total mutual funds	2,911,189	-	-	2,911,189
Fixed income securities:				
U.S. Treasury securities	451,002	-	-	451,002
Corporate bonds	2,385,215	-	-	2,385,215
Foreign bonds	204,434	-	-	204,434
Total fixed income securities	3,040,651	-	-	3,040,651
Total assets at fair value	$ 19,403,668	$ -	$ -	$ 19,403,668

NOTE C: FAIR VALUE MEASUREMENTS, Cont'd

	Level 1	Level 2	Level 3	Total
December 31, 2013				
Money market	$ 1,464,926	$ -	$ -	$ 1,464,926
Publicly-traded common stock:				
Financial	1,965,378	-	-	1,965,378
Healthcare	610,014	-	-	610,014
Basic materials	1,254,268	-	-	1,254,268
Technology	2,615,876	-	-	2,615,876
Consumer goods	2,462,988	-	-	2,462,988
Industrial goods	913,404	-	-	913,404
Energy	732,648	-	-	732,648
Total publicly-traded common stock	10,554,576	-	-	10,554,576
Mutual Funds:				
International stock funds	491,723	-	-	491,723
Fixed income funds	1,790,767	-	-	1,790,767
Alternative asset fund	710,092	-	-	710,092
Total mutual funds	2,992,582	-	-	2,992,582
Fixed income securities:				
U.S. Treasury securities	690,670	-	-	690,670
Corporate bonds	1,236,196	-	-	1,236,196
Foreign bonds	209,706	-	-	209,706
Total fixed income securities	2,136,572	-	-	2,136,572
Total assets at fair value	$ 17,148,656	$ -	$ -	$ 17,148,656

NOTE D: INVESTMENTS

The following presents the fair value of investments and the net appreciation (depreciation) in fair value as determined by Chemung Canal Trust Company. Investments that represent 5% or more of the Plan's net assets available for benefits at either December 31, 2014 or 2013 are separately identified:

	2014		2013	
	Net appreciation (depreciation) in fair value during the year	Fair value at end of year	Net appreciation (depreciation) in fair value during the year	Fair value at end of year
Corporate bonds	$ (5,772)	$ 2,589,650	$ (52,974)	$ 1,445,902
Corporate stocks	928,589	12,758,556	2,009,387	10,554,576
Government securities	9,686	451,002	(34,095)	690,670
Mutual funds:				
Vanguard S/T Invest Gr-Adm	(3,711)	988,874	(12,036)	992,308
Other mutual funds	(103,484)	1,922,314	117,075	2,000,274
Money Market:				
Prime Obligations Fund	-	693,272	-	1,464,926
	$ 825,308	$ 19,403,668	$ 2,027,357	$ 17,148,656

NOTE E: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The Plan's consulting actuaries estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of the beginning of each plan year is as follows:

	January 1,	
	2014	2013
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	$ 6,348,893	$ 6,370,694
Other participants	6,134,183	5,159,915
	12,483,076	11,530,609
Nonvested benefits	602,141	588,290
	$ 13,085,217	$ 12,118,899

NOTE E: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, Cont'd

Changes in accumulated plan benefits are as follows:

	January 1, 2014
Actuarial present value of accumulated plan benefits at beginning of year	$ 12,118,899
Increase (decrease) during the year attributable to:	
Benefits accumulated and other	573,677
Decrease in discount period (interest cost)	941,619
Benefits paid	(711,001)
Assumption changes	162,023
Net increase	966,318
Actuarial present value of accumulated plan benefits at end of year	$ 13,085,217

Significant assumptions underlying the actuarial computations are as follows:

Assumed rate of return on investments	8% per year
Discount rate	2014 - 5.02% 2013 - 4.42%
Compensation increases	2014 - 4.5% per year 2013 - 4.5% per year
Mortality basis	Mortality tables mandated by PPA as specified in IRS Reg. Section 1-430(h)(3)-1, applied on a static basis, using the blended annuitants/non-annuitant table applicable to small plans.
Retirement rates	Based on actuarial tables and experience.

The minimum pension benefit level increased from $41 per year of credited service for participants retiring between September 1, 2012 and August 31, 2013 to $42 per year of credited service for participants retiring between September 1, 2013 and August 31, 2014.

NOTE E: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, Cont'd

The significant assumptions underlying the actuarial computations as of January 1, 2014 conform with the Pension Protection Act of 2006 ("PPA") and the Moving Ahead for Progress in the 21st Century Act ("MAP- 21") as modified by the Highway and Transportation Funding Act ("HTFA") that was enacted on August 8, 2014. MAP-21 and HTFA provides an alternative basis for interest rates to be used to value pension liabilities for minimum contribution purposes. The Plan adopted the provisions of HTFA for the 2014 plan year.

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE F: TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 3, 2001, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2011.

NOTE G: PLAN TERMINATION

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

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations.

3. All other vested benefits (that is, vested benefits not insured by the PBGC).

4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PGGC.

NOTE H: FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that were prepared by Chemung Canal Trust Company, the trustee of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that such information is complete and accurate according to the best of their knowledge and belief:

	December 31,	
	2014	2013
Investments, at fair value	$ 19,403,668	$ 17,148,656
Accrued income receivable	42,604	28,435
Investment income:		
Interest and dividends	457,709	408,935
Net appreciation in fair value of investments	825,308	2,027,357

All information in the attached Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2014.

NOTE I: RISKS AND UNCERTAINTIES

The Plan invests in various types of investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risk. 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 the amounts reported in the accompanying statements of net assets available for benefits.

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

NOTE J: TRANSACTIONS WITH PARTIES-IN-INTEREST

Chemung Canal Trust Company is the trustee of the Plan. As described in Note B, the Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES

SUPPLEMENTAL SCHEDULE

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014

(b)	(c)		(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value		Cost	Current value
Corporate Bonds				
Abbvie Inc.	$250,000 par, 2.9%, due 11/6/2022		$ 243,641	$ 246,133
Altria Group Inc.	$250,000 par, 4.125%, due 9/11/2015		250,015	255,682
Apple Inc.	$250,000 par, 3.45%, due 5/6/2024		253,152	261,815
Ebay Inc.	$200,000 par, 2.875%, due 8/1/2021		199,846	197,974
Ford Motor Credit Co LLC	$150,000 par, 3.65%, due 2/20/2023		150,015	148,293
General Mills Inc.	$100,000 par, 2.2%, due 10/21/2019		99,615	99,160
JP Morgan Chase & Co.	$100,000 par, 2.6%, due 1/15/2016		99,191	101,714
Lowes Companies Inc.	$250,000 par, 5.4%, due 10/15/2016		254,640	268,805
Monsanto Co	$500,000 par, 3.375%, due 7/15/2024		503,265	508,035
Ryder System Inc.	$150,000 par, 3.15%, due 3/2/2015		152,595	150,570
Potash Corp. - Saskatchewan	$200,000 par, 3.75%, due 9/30/2015		203,305	204,434
Thermo Fisher Scientific	$150,000 par, 3.15%, due 1/15/2023		148,601	147,034
	TOTAL CORPORATE BONDS		2,557,881	2,589,649
Corporate Stocks				
Akamai Technologies Inc.	Shares		436,826	513,124
Apple Inc	Shares		264,122	373,085
Applied Materials	Shares		178,026	316,983
BB&T Corp	Shares		370,964	387,344
Boeing	Shares		448,502	461,429
Cisco	Shares		274,380	380,509
Coca Cola	Shares		96,087	126,660
Colgate Palmolive	Shares		132,986	189,581
Corning Inc.	Shares		285,044	394,855
Dr Horton Inc	Shares		256,595	394,524
Dupont Ei De Nemours	Shares		316,308	390,403
Enzo Biochem Inc	Shares		155,756	69,530
		Balance forward	3,215,596	3,998,027

Note: Column (a) is not applicable.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014, Cont'd

(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Corporate Stocks			
	Balance forward	$ 3,215,596	$ 3,998,027
Exxon Mobil Corp	Shares	180,177	194,145
Ford Motor Company	Shares	449,459	532,735
General Electric	Shares	297,448	383,851
Goldman Sachs Group Inc	Shares	308,985	381,845
Google Inc.	Shares	259,798	263,200
Hologic Inc.	Shares	252,033	252,960
Home Depot	Shares	116,632	331,705
Intel Corp.	Shares	218,343	312,094
JP Morgan Chase & Company	Shares	261,470	383,615
Jacobs Engineering Group Inc.	Shares	400,143	336,963
Johnson & Johnson	Shares	209,434	310,573
Johnson Controls Inc.	Shares	236,481	260,552
M&T Bank Corp	Shares	226,700	319,075
Nucor	Shares	178,082	189,824
PPG Inds Inc	Shares	194,709	196,478
Pepsico	Shares	128,861	189,120
Pfizer	Shares	249,350	372,243
Proctor & Gamble	Shares	135,895	188,556
Sandisk Corp	Shares	245,162	500,678
Toll Brothers Inc	Shares	455,987	534,269
The Travelers Companies	Shares	149,898	254,040
United States Steel Corp	Shares	339,906	356,177
United Technologies	Shares	165,663	249,550
Wells Fargo Company	Shares	321,497	505,440
Whole Foods Market Inc.	Shares	318,674	327,730
Yahoo! Inc.	Shares	242,783	253,055
B P Amoco Plc	Shares	386,856	380,056
	TOTAL CORPORATE STOCKS	$ 10,146,022	$ 12,758,556

Note: Column (a) is not applicable.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014, Cont'd

(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Government Securities			
U.S. Treasury N/B DTD	$150,000 par, 2.25%, due 1/31/2015	$ 149,241	$ 150,252
U.S. Treasury N/B DTD	$300,000, 2%, due 2/15/2022	291,144	300,750
	TOTAL GOVERNMENT SECURITIES	440,385	451,002
Mutual Funds			
Loomis Sayles Inst High Inc.	Shares	500,000	616,695
Vanguard S/T Invest Gr-Adm	Shares	1,008,301	988,874
Wells Fargo Ult ST Inc. - Ins	Shares	161,800	145,981
Allianz NACM Intl Grw Opp	Shares	100,331	87,101
Artisan International Fund - Int	Shares	99,479	151,718
Dodge & Cox Intl Stock Fund	Shares	112,923	128,299
GMO Foreign Fund III	Shares	138,911	91,326
John Hancock II-Alt A/A-I	Shares	720,529	701,195
	TOTAL MUTUAL FUNDS	2,842,274	2,911,189
Money Market			
Prime Obligations Fund	Cash and money market	693,272	693,272
	TOTAL MONEY MARKET	693,272	693,272
	TOTAL INVESTMENTS	$ 16,679,834	$ 19,403,668

Note: Column (a) is not applicable

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, Part V – Summary of Plan Provisions

Effective Date

September 15, 1951.

Covered Employees

All non-salaried employees.

Eligibility for Participation

Date of employment.

Vesting Service

Hours of Service	Vesting Service
Less than 400	0
400 – 599	¼ year
600 – 799	½ year
800 – 999	¾ year
1000 or more	1 full year

Credited Service

Hours of Service	Vesting Service
Less than 400	0
400 – 599	¼ year
600 – 799	½ year
800 – 999	¾ year
1000 or more	1 full year

Compensation

Including bonuses, overtime, commissions and production premiums.

The compensation limit increased to $260,000 for the 2014 and subsequent plan years.

Actuarial Equivalent

The determination of actuarially equivalent annuity benefits is based on the mortality table prescribed by the Secretary of the Treasury under Section 417(e)(3)(A)(ii)(I) of the Code, and interest at the rate of 8.00% per annum.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, Part V – Summary of Plan Provisions

Normal Retirement Pension

Eligibility

Age 65.

Basic Monthly Benefit

.625% of the first $300 of monthly compensation plus 1% of such compensation in excess of $300 for each year of credited service.

The minimum benefit is shown below:

Retirement Occurs on or after	Benefit Unit per Year of Credited Service
September 15, 2006	$36.00
September 15, 2007	$37.00
September 1, 2010	$40.00
September 1, 2012	$41.00
September 1, 2013	$42.00

Early Retirement Pension

Eligibility

Age 55 and 15 years of credited service or age plus credited service equals at least 85 (Rule of 85).

Benefit

The accrued benefit reduced by .25% for each month actual retirement precedes the normal retirement date in the case of those meeting the age 55 and 15 years of credited service requirement. The accrued benefit is not reduced for the Rule of 85.

Disability Retirement Pension

Eligibility

20 years of credited service or age 50 and 15 years of credited service. There is a six month waiting period before benefits may commence. The participant must be receiving Social Security disability benefits.

Benefit

The accrued benefit at the date of disability, payable until retirement, death, or recovery. The minimum disability benefit is $50 per month. The benefit is reduced by worker's compensation benefits. The benefit is not payable if the participant is receiving benefits under the company's long-term disability program.

Deferred Vested Pension

Eligibility

5 years of vesting service.

Benefit

The accrued benefit deferred to age 65, or reduced pension at age 55 after 15 years of credited service, or at age 40 after 10 years of credited service. Reduction is actuarial equivalent.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, Part V – Summary of Plan Provisions

Spouse's Benefit

(1) Eligibility

Age 55 and 15 years of credited service or Rule of 85.

May elect either (A) or (B):

Benefit

(A) Reduced qualified joint and 50% survivor annuity payable at date of death. Subsidized early retirement factors if death from active employment status and unsubsidized early retirement factors if death from terminated vested status.

(B) The accrued benefit reduced for early commencement, payable while the surviving spouse is living and unmarried, for a maximum period of 60 months. Subsidized early retirement factors if death from active employment status and unsubsidized early retirement factors if death from terminated vested status.

If the present value of the elected benefit is less than $30,000, then the spouse may elect to receive the present value of the elected benefit in a single lump sum payment.

(2) Eligibility

5 years of vesting service.

Benefit

Reduced qualified joint and 50% survivor annuity payable at the participant's earliest retirement date or at the date of death, if later. Subsidized early retirement factors if death from active employment status and unsubsidized early retirement factors if death from terminated vested status.

If the present value of the elected benefit is less than $30,000, then the spouse may elect to receive the present value of the elected benefit in a single lump sum payment.

Postretirement Death Benefit

Eligibility

Age 55 and 15 years of credited service or Rule of 85 and elected a life annuity and dies prior to receiving 60 monthly payments. Surviving spouse remains unmarried.

Benefit

Monthly benefit as determined payable to the participant for 60 months less number of payments received by the deceased.

Normal Form of Payment

Single

Life annuity.

Married

A reduced qualified joint and 50% survivor annuity.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, Part V – Summary of Plan Provisions

Optional Forms of Payment

(1) Life annuity.
(2) 50% joint and survivor annuity.
(3) 75% joint and survivor annuity.
(4) 100% joint and survivor annuity.
(5) Lump sum under $30,000.

Contributions

Noncontributory.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014

(b)	(c)		(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value		Cost	Current value
Corporate Bonds				
Abbvie Inc.	$250,000 par, 2.9%, due 11/6/2022		$ 243,641	$ 246,133
Altria Group Inc.	$250,000 par, 4.125%, due 9/11/2015		250,015	255,682
Apple Inc.	$250,000 par, 3.45%, due 5/6/2024		253,152	261,815
Ebay Inc.	$200,000 par, 2.875%, due 8/1/2021		199,846	197,974
Ford Motor Credit Co LLC	$150,000 par, 3.65%, due 2/20/2023		150,015	148,293
General Mills Inc.	$100,000 par, 2.2%, due 10/21/2019		99,615	99,160
JP Morgan Chase & Co.	$100,000 par, 2.6%, due 1/15/2016		99,191	101,714
Lowes Companies Inc.	$250,000 par, 5.4%, due 10/15/2016		254,640	268,805
Monsanto Co	$500,000 par, 3.375%, due 7/15/2024		503,265	508,035
Ryder System Inc.	$150,000 par, 3.15%, due 3/2/2015		152,595	150,570
Potash Corp. - Saskatchewan	$200,000 par, 3.75%, due 9/30/2015		203,305	204,434
Thermo Fisher Scientific	$150,000 par, 3.15%, due 1/15/2023		148,601	147,034
	TOTAL CORPORATE BONDS		2,557,881	2,589,649
Corporate Stocks				
Akamai Technologies Inc.	Shares		436,826	513,124
Apple Inc	Shares		264,122	373,085
Applied Materials	Shares		178,026	316,983
BB&T Corp	Shares		370,964	387,344
Boeing	Shares		448,502	461,429
Cisco	Shares		274,380	380,509
Coca Cola	Shares		96,087	126,660
Colgate Palmolive	Shares		132,986	189,581
Corning Inc.	Shares		285,044	394,855
Dr Horton Inc	Shares		256,595	394,524
Dupont Ei De Nemours	Shares		316,308	390,403
Enzo Biochem Inc	Shares		155,756	69,530
		Balance forward	3,215,596	3,998,027

Note: Column (a) is not applicable.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014, Cont'd

(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Corporate Stocks			
	Balance forward	$ 3,215,596	$ 3,998,027
Exxon Mobil Corp	Shares	180,177	194,145
Ford Motor Company	Shares	449,459	532,735
General Electric	Shares	297,448	383,851
Goldman Sachs Group Inc	Shares	308,985	381,845
Google Inc.	Shares	259,798	263,200
Hologic Inc.	Shares	252,033	252,960
Home Depot	Shares	116,632	331,705
Intel Corp.	Shares	218,343	312,094
JP Morgan Chase & Company	Shares	261,470	383,615
Jacobs Engineering Group Inc.	Shares	400,143	336,963
Johnson & Johnson	Shares	209,434	310,573
Johnson Controls Inc.	Shares	236,481	260,552
M&T Bank Corp	Shares	226,700	319,075
Nucor	Shares	178,082	189,824
PPG Inds Inc	Shares	194,709	196,478
Pepsico	Shares	128,861	189,120
Pfizer	Shares	249,350	372,243
Proctor & Gamble	Shares	135,895	188,556
Sandisk Corp	Shares	245,162	500,678
Toll Brothers Inc	Shares	455,987	534,269
The Travelers Companies	Shares	149,898	254,040
United States Steel Corp	Shares	339,906	356,177
United Technologies	Shares	165,663	249,550
Wells Fargo Company	Shares	321,497	505,440
Whole Foods Market Inc.	Shares	318,674	327,730
Yahoo! Inc.	Shares	242,783	253,055
B P Amoco Plc	Shares	386,856	380,056
	TOTAL CORPORATE STOCKS	$ 10,146,022	$ 12,758,556

Note: Column (a) is not applicable.

THE HILLIARD CORPORATION PENSION PLAN
FOR NON-SALARIED EMPLOYEES
E.I.N.: 16-0480520
PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2014, Cont'd

(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Government Securities			
U.S. Treasury N/B DTD	$150,000 par, 2.25%, due 1/31/2015	$ 149,241	$ 150,252
U.S. Treasury N/B DTD	$300,000, 2%, due 2/15/2022	291,144	300,750
	TOTAL GOVERNMENT SECURITIES	440,385	451,002
Mutual Funds			
Loomis Sayles Inst High Inc.	Shares	500,000	616,695
Vanguard S/T Invest Gr-Adm	Shares	1,008,301	988,874
Wells Fargo Ult ST Inc. - Ins	Shares	161,800	145,981
Allianz NACM Intl Grw Opp	Shares	100,331	87,101
Artisan International Fund - Int	Shares	99,479	151,718
Dodge & Cox Intl Stock Fund	Shares	112,923	128,299
GMO Foreign Fund III	Shares	138,911	91,326
John Hancock II-Alt A/A-I	Shares	720,529	701,195
	TOTAL MUTUAL FUNDS	2,842,274	2,911,189
Money Market			
Prime Obligations Fund	Cash and money market	693,272	693,272
	TOTAL MONEY MARKET	693,272	693,272
	TOTAL INVESTMENTS	$ 16,679,834	$ 19,403,668

Note: Column (a) is not applicable

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, line 26 – Schedule of Active Participants

	Credited Service										
AGE	**Under 1**	**1 - 4**	**5 - 9**	**10 - 14**	**15 - 19**	**20 - 24**	**25 - 29**	**30 - 34**	**35 - 39**	**40+**	**Total**
Under 25	0	20	2	0	0	0	0	0	0	0	22
25 - 29	0	22	22	2	0	0	0	0	0	0	46
30 - 34	1	17	27	10	1	0	0	0	0	0	56
35 - 39	0	20	25	11	7	0	0	0	0	0	63
40 - 44	0	19	24	14	11	2	3	0	0	0	73
45 - 49	0	8	19	13	6	4	7	0	0	0	57
50 - 54	0	18	17	16	4	2	5	0	0	0	62
55 - 59	0	8	9	14	5	3	9	0	0	0	48
60 - 64	0	1	6	8	3	4	1	0	0	0	23
65 - 69	0	1	2	0	0	0	0	0	0	0	3
70+	0	0	0	0	0	0	0	0	0	0	0
Total	1	134	153	88	37	15	25	0	0	0	453

Includes participants on leave of absence and transferred participants.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

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

Prescribed Funding Assumptions and Methods

The following assumptions and methods are prescribed by ERISA, as amended by PPA 2006, MAP-21 and HATFA 2014.

Funding interest rates

For 2014 Plan Year: Segment Rates with four-month lookback, constrained in accordance with MAP-21 and HATFA 2014 as follows:

	Unconstrained Rates	Rates Reflecting MAP-21 Corridor	Rates Reflecting HATFA Corridor*
First Segment Rate	1.37%	4.43%	4.99%
Second Segment Rate	4.05%	5.62%	6.32%
Third Segment Rate	5.06%	6.22%	6.99%

Effective Interest Rate 6.63%
Based on HATFA 2014 rates

For 2013 Plan Year: Segment Rates with four-month lookback, constrained in accordance with MAP-21 as follows:

	Unconstrained Rates	Rates Reflecting MAP-21 Corridor*
First Segment Rate	1.75%	4.94%
Second Segment Rate	4.62%	6.15%
Third Segment Rate	5.72%	6.76%

Effective Interest Rate 6.44%
Based on MAP-21 rates

* Used for minimum funding and benefit restriction purposes

Mortality

Non-disabled:

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Disabled:

Revenue Ruling 96-7 disabled mortality for males and females.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

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

Prescribed Funding Assumptions and Methods (continued)

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan related expenses to be paid from plan assets during the year.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

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

Non-Prescribed Funding Assumptions and Methods

The following assumptions were selected by the plan's enrolled actuary. The asset valuation method was selected by the plan sponsor with the actuary's advice and is an acceptable method under PPA.

Salary increases

Current and Future Years:	4.50%
Prior Year:	5.00%

Expenses

Expected plan related expenses equal to prior year plan related expenses, excluding prior year PBGC premiums plus current year PBGC premium were added to Target Normal Cost. This amount is equal to $126,363.

Frequency of optional payment forms

20% of future retirees, disabilities and terminations are assumed to take a life annuity. Those who are assumed not to take a life annuity are assumed to take a Joint and Survivor 50% option.

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Mortality table

The mortality table is applied on a static basis. Separate annuitant and non-annuitant tables were used.

Retirement rates

Year Age	2014	2015-2020	2021-2028	2029-2049	2043+
61	32%				
62	25%	49%			
63	10%	10%	54%		
64	10%	10%	10%	59%	
65	95%	95%	95%	95%	98%
66	95%	95%	95%	95%	95%
67	95%	95%	95%	95%	95%
68	95%	95%	95%	95%	95%
69	95%	95%	95%	95%	95%
70	100%	100%	100%	100%	100%

Terminated vested participants are assumed to retire at age 60.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

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

Non-Prescribed Funding Assumptions and Methods (continued)

Disability rates

Age	Male	Female
20	0.02%	0.02%
25	0.02%	0.03%
30	0.02%	0.03%
35	0.03%	0.04%
40	0.04%	0.05%
45	0.05%	0.08%
50	0.09%	0.13%
55	0.18%	0.25%
60	0.45%	0.61%
65+	0.00%	0.00%

Withdrawal rates for active participants not eligible for retirement

Age	Rates
20	7.94%
25	7.72%
30	7.22%
35	6.28%
40	5.15%
45	3.98%
50	2.56%
55	0.94%
60	0.09%
65+	0.00%

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the of the gain/(loss) in each of the prior two years respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

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

Non-Prescribed Funding Assumptions and Methods (continued)

	Actuary's Assumption	Third Segment Rate	Reflecting PPA Limit
2014 Expected Return	8.00%	6.99%	6.99%
2013 Expected Return	8.00%	6.76%	6.76%
2012 Expected Return	8.00%	7.52%	7.52%

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, changes expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions, applicable law or regulations. An analysis of the potential range of such future differences is beyond the scope of this report.

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments as of January 1, 2014	Date Established	Remaining Installments	Shortfall Amortization Installment
Shortfall	$0	1/1/2014	7	$0
Shortfall	$0	1/1/2013	6	$0
Shortfall	($1,105,157)	1/1/2012	5	($243,064)
Shortfall	$1,042,016	1/1/2011	4	$279,829
Shortfall	$266,473	1/1/2010	3	$93,183
Shortfall	($148,763)	1/1/2009	2	($76,192)
Shortfall	$217,449	1/1/2008	1	$217,449

The Hilliard Corporation Pension Plan for Non-Salaried Employees
EIN/PN: 16-0480520 / 002

Schedule SB, line 24 – Change in Actuarial Assumptions

- The salary scale was changed from 5% in 2013 plan year to 4.5% in the 2014 plan year, to reflect our updated assumption for future pay increases (which was already recognized for accounting purposes).
- The retirement rates were updated to better reflect anticipated retirement experience from plan participants, based upon changes in the postretirement medical plan which are expected to impact retirement patterns for salaried employees.

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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 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [X] a single-employer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the forms instr.); or
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report;
- [ ] an amended return/report;
- [ ] the final return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here ▶ [X]

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
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/15/1951

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

THE HILLIARD CORPORATION

100 WEST FOURTH STREET

ELMIRA NY 14901-0000

2b Employer Identification Number (EIN) 16-0480520

2c Plan Sponsor's telephone number 607-733-7121

2d Business code (see instructions) 336990

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	Lois J Place	10/15/2015	LOIS PLACE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Gene Ebbrecht	10/15/15	GENE EBBRECHT
	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)

KATHERINE E. STICKLER
MENGEL, METZGER, BARR & CO. LLP
333 EAST WATER ST, STE 200
ELMIRA NY 14901

Preparer's telephone number (optional) 607-734-4183

3a Plan administrator's name and address [X] Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN
	4c PN

5 Total number of participants at the beginning of the plan year	5	549
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a (1) Total number of active participants at the beginning of the plan year	6a(1)	449
a (2) Total number of active participants at the end of the plan year	6a(2)	458
b Retired or separated participants receiving benefits	6b	68
c Other retired or separated participants entitled to future benefits	6c	12
d Subtotal. Add lines **6a(2), 6b,** and **6c**	6d	538
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	20
f Total. Add lines **6d** and **6e**	6f	558
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules	b General Schedules
(1) [X] **R** (Retirement Plan Information)	(1) [X] **H** (Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] **I** (Financial Information - Small Plan)
	(3) [ ] ____ **A** (Insurance Information)
	(4) [X] **C** (Service Provider Information)
(3) [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

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

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

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

A Name of plan	B Three-digit plan number (PN) ▶
THE HILLIARD CORPORATION PENSION PLAN FOR NON-SALARIED EMPLOYEES	002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	D Employer Identification Number (EIN)
THE HILLIARD CORPORATION	16-0480520

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014

2 Assets:

a Market value	2a	18014461
b Actuarial value	2b	16897643

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	89	7157848	7157848
b For terminated vested participants	12	167409	167409
c For active participants	453	7511906	8265621
d Total	554	14837163	15590878

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.63%
6 Target normal cost	6	774402

Statement by Enrolled Actuary

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

SIGN HERE

Howard A. Lapin

Signature of actuary

10/5/2015

Date

HOWARD A. LAPIN

Type or print name of actuary

1407165

Most recent enrollment number

BUCK CONSULTANTS, LLC

Firm name

260-426-7800

Telephone number (including area code)

110 WEST BERRY STREET, SUITE 1300

FORT WAYNE IN 46802-2317

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2502616
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	2502616
10	Interest on line 9 using prior year's actual return of 16.80%	0	420439
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		545184
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.44%		35110
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		580294
	d Portion of (c) to be added to prefunding balance		580294
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3503349

Part III Funding Percentages

14	Funding target attainment percentage	14	85.91%
15	Adjusted funding target attainment percentage	15	108.38%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.68%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/17/2014	267860	0			
07/07/2014	267860	0			
10/14/2014	267860	0			
12/15/2014	293913	0			
08/21/2015	700000	0			
			Totals ► 18(b)	1797493	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1683461

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.99%	6.32%	6.99%	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	774402
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	272018	271205
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	1045607

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	1045607
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1683461
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	637854
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	