

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 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 2016 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>NEW JOHNSONVILLE ELECTROLYTIC MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.</u>		1b Three-digit plan number (PN) ► <u>006</u>
			1c Effective date of plan <u>01/01/1984</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ERACHEM COMILOG, INC.</u> <u>610 PITTMAN RD</u> <u>BALTIMORE, MD 21226-1792</u>		2b Employer Identification Number (EIN) <u>52-1272156</u> 2c Plan Sponsor's telephone number <u>410-789-8800</u> 2d Business code (see instructions) <u>325300</u>
	<u>610 PITTMAN RD</u> <u>BALTIMORE, MD 21226-1792</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2017	FRANCOIS-GUILLAUME LEJARS
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 115
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 29 6a(2) 28 6b 41 6c 19 6d 88 6e 24 6f 112 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1I 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 2016 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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 <u>NEW JOHNSONVILLE ELECTROLYTIC MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ERACHEM COMILOG, INC.</u>	D Employer Identification Number (EIN) <u>52-1272156</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>7364502</u>
b Actuarial value	2b <u>7685878</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>64</u> (2) Vested Funding Target <u>4529409</u> (3) Total Funding Target <u>4529409</u>
b For terminated vested participants	<u>22</u> <u>545014</u> <u>545014</u>
c For active participants	<u>29</u> <u>1423734</u> <u>1625402</u>
d Total	<u>115</u> <u>6498157</u> <u>6699825</u>
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 <u>6.07 %</u>
6 Target normal cost	6 <u>118954</u>

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		<u>09/26/2017</u>
Signature of actuary		Date
<u>EMILY S. ADKINS</u>		<u>17-07401</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE, INC.</u>		<u>216-937-4000</u>
Firm name		Telephone number (including area code)
<u>1001 LAKESIDE AVE., SUITE 1500 CLEVELAND, OH 44114</u>		
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 ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

**Schedule SB (Form 5500) 2016
v. 160205**

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)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of <u>-3.28</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	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 <u>6.27</u> %		0
	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		0
	d Portion of (c) to be added to prefunding balance		
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	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	114.71%
15	Adjusted funding target attainment percentage	15	114.71%
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	117.46%
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
Totals ▶			18(b)		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	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ 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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost			
21 Discount rate:				
a Segment rates:				
1st segment: 4.43%		2nd segment: 5.91%		3rd segment: 6.65%
				☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
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 118954
b Excess assets, if applicable, but not greater than line 31a				31b 118954
32 Amortization installments:				
			Outstanding Balance	Installment
a Net shortfall amortization installment				
b Waiver amortization installment				
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
		Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement				
36 Additional cash requirement (line 34 minus line 35)				36
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)				37
38 Present value of excess contributions for current year (see instructions)				
a Total (excess, if any, of line 37 over line 36)				38a
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
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan NEW JOHNSONVILLE ELECTROLYTIC MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 ERACHEM COMILOG, INC.	D Employer Identification Number (EIN) 52-1272156	

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

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

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

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

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

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

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

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

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

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

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

(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)

TOWERS WATSON DELAWARE, INC.

53-0181291

(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	48086	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SEI PRIVATE TRUST COMPANY

23-3060382

(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?
19 21 25 28 49 51 52 62	TRUSTEE	17181	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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:	MISTER, BURTON & FRENCH, LLC	b EIN:	26-2574303
c Position:	AUDITOR		
d Address:	307 INTERNATIONAL CIRCLE, SUITE 570 HUNT VALLEY, MD 21030	e Telephone:	410-771-9040

Explanation: THE COMPANY TRANSITIONED SERVICES TO ANOTHER ACCOUNTING FIRM.

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) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>NEW JOHNSONVILLE ELECTROLYTIC MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.</u>	B Three-digit plan number (PN) ►	<u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ERACHEM COMILOG, INC.</u>	D Employer Identification Number (EIN) <u>52-1272156</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	18482	17885
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(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)	7308810	7421007
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7327292	7438892

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7327292	7438892
---	-----------	---------	---------

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)		
(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)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	260561	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		260561
(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)	402013	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		402013

		(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		662574

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	463978	
(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)		463978
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)	48086	
(2) Contract administrator fees	2i(2)	2271	
(3) Investment advisory and management fees	2i(3)	14909	
(4) Other	2i(4)	21730	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		86996
j Total expenses. Add all expense amounts in column (b) and enter total	2j		550974

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		111600
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: WEYRICH, CRONIN & SORRA CHARTERED

(2) EIN: 52-1162023

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		500000
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	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4005801. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>NEW JOHNSONVILLE ELECTROLYTIC MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ERACHEM COMILOG, INC.</u>	D Employer Identification Number (EIN) <u>52-1272156</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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	<u>1</u>

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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): _____	

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	



Independent Auditors' Report

To the Pension Plan Committee and Participants of
New Johnsonville Electrolytic Manganese Plant Pension Plan
of Erachem Comilog, Inc.
Baltimore, Maryland

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc., which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by SEI Private Trust Company (SEI), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.



Independent Auditors' Report (continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedules

The supplemental schedules of assets (held at end of year) as of December 31, 2016 and reportable transactions for the year then ended are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter - 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by SEI. Their report, dated October 13, 2016, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations -2016

The form and content of the information included in the 2016 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weyrich, Cronin & Sorra

Lutherville, Maryland
October 11, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

The following pages **from the 2016 actuarial valuation report** provide information on plan provisions for Part V of Schedule SB.

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Appendix B – Summary of plan provisions

Plan Provisions

Amended and restated effective January 1, 2011.

Coverage and participation	Each hourly rated employee at the New Johnsonville plant actively employed within the Bargaining Unit participates immediately upon the attainment of age 21. An employee who was not a participant on December 31, 2005 shall not be eligible to participate.
-----------------------------------	--

Plan year	The twelve-month period ending December 31.
------------------	---

Definitions

Continuous service	One year is credited for each computation period during which the employee completes 1,000 hours. Such service shall be credited for eligibility and vesting purposes.
---------------------------	--

Benefit service	For purposes of accruing benefits, all continuous service shall be credited, with service during the last fractional year credited at a rate of 1/12th year for each 173 hours of service.
------------------------	--

Average earnings	Not applicable.
-------------------------	-----------------

Normal retirement date (NRD)	The later of age 62 and fifth anniversary of plan participation.
-------------------------------------	--

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Accrued normal retirement benefit A monthly pension, if paid on a straight-life basis, equal to years of Benefit Service (with applicable maximum) multiplied by the appropriate benefit unit.

Date of Retirement	Benefit Unit	Benefit Service Max.
Prior to 7/1/1986	\$10.00	30
7/1/86 through 6/30/89	12.00	30
7/1/89 through 6/30/91	16.00	30
7/1/91 through 6/30/92	17.00	30
7/1/92 through 6/30/93	18.00	30
7/1/93 through 6/30/97	19.00	30
7/1/97 through 6/30/98	23.00	33-1/3
7/1/98 through 6/30/99	25.00	33-1/3
7/1/99 through 6/30/00	26.00	33-1/3
7/1/00 through 6/30/01	27.00	33-1/3
7/1/01 through 6/30/02	29.00	33-1/3
7/1/02 through 6/30/03	30.00	33-1/3
After 7/1/03	31.00	33-1/3

An employee rehired after January 1, 2006 shall only receive the accrued benefit earned prior to January 1, 2006.

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 with 10 years of Continuous Service.
Vested termination	Termination for reasons other than death or retirement after completing 5 years of Credited Service.
Disability	Upon total and permanent disability after 10 years of Continuous Service.
Preretirement death benefit	The surviving spouse is eligible upon the death of an employee after five years of Continuous Service.

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement The accrued normal retirement benefit paid at NRD.

Early retirement The accrued normal retirement benefit is payable at age 62 or, alternatively, payable immediately in a reduced amount as follows:

Age	Early Retirement Factor
55	0.55
56	0.60
57	0.65
58	0.71
59	0.77
60	0.84
61	0.92
62	1.00

Vested termination The accrued normal retirement benefit is payable at age 62 or, if the employee has at least 10 years of Continuous Service, payable as early as age 55 in an actuarially reduced amount.

Disablement The accrued normal retirement benefit is payable immediately.

Preretirement death If the employee dies while eligible for early retirement, the surviving spouse will receive 50% of the benefit that would have been paid if the employee had retired on the day prior to his death and elected a 50% Joint & Survivor benefit. If death occurs prior to eligibility for early retirement, the surviving spouse will receive the benefit that would have been paid had the employee terminated on the day of his death, survived to the earliest age for retirement, retired under the 50% Joint & Survivor option, and then died.

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment

An employee may elect to receive his benefit on a straight-life basis or on an actuarially equivalent 50%, 75% or 100% Joint and Survivor basis. Unless otherwise elected, any benefit payable under the Plan shall be paid on a 50% Joint and Survivor basis, if the employee is then married or on a straight-life basis otherwise. If the present value of the retirement benefit does not exceed \$15,000, it may be paid in a lump sum. Actuarial equivalence is based on the RP-2000 Blended Table and 6.00% interest except for lump sums which are based on 417(e) applicable interest rates and mortality.

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining contributions.

Special early retirement window period

An early retirement window was implemented, with retirements effective September 1, 2003 and July 1, 2004. Unreduced benefits and supplements payable prior to age 62 were the main provisions of the program.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

None.

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Schedule of Assets (Held at End of Year)
Schedule H, Form 5500, Part IV, Line 4i
EIN: 52-1272156
Plan No. 006
December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	SEI Private Trust Company:			
	Emerging Markets Debt Fund	Registered investment companies	\$ 168,139	\$ 148,169
	Emerging Markets Equity Fund	Registered investment companies	167,180	156,600
	High Yield Bond Fund	Registered investment companies	254,623	247,996
	Large Cap Disciplined Equity Fund	Registered investment companies	581,137	629,726
	Long Duration Fund Class A	Registered investment companies	4,936,966	4,679,797
	S&P 500 Index Fund	Registered investment companies	522,595	630,980
	Small / Mid Cap Equity Fund	Registered investment companies	244,333	251,331
	World Equity Ex-US Fund	Registered investment companies	656,521	676,408
			<u>\$ 7,531,494</u>	<u>\$ 7,421,007</u>

* Party-In-Interest as defined by ERISA

The above information has been certified by SEI Private Trust Company as completed and accurate.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		0		0		1		0		0		0		0		0		0	
35 - 39	0		0		0		1		0		0		0		0		0		0	
40 - 44	0		0		0		0		2		1		0		0		0		0	
45 - 49	0		0		0		3		3		1		1		0		0		0	
50 - 54	0		0		0		2		1		3		3		1		0		0	
55 - 59	0		0		0		0		0		0		2		0		1		0	
60 - 64	0		0		0		0		0		0		0		0		1		2	
65 - 69	0		0		0		0		0		0		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
 EIN / PN: 52-1272156 / 006
 Plan Sponsor: Erachem Comilog, Inc.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

The following pages **from the 2016 actuarial valuation report** provide information on actuarial assumptions and methods for Part V of Schedule SB.

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Appendix A– Statement of actuarial assumptions and methods

Economic Assumptions

Interest rate basis:

- | | |
|-----------------------|-----------------|
| ■ Applicable month | September |
| ■ Interest rate basis | 3-Segment Rates |

Interest rates:

- | | Reflecting
Corridors | Not Reflecting
Corridors |
|---------------------------|-------------------------|-----------------------------|
| ■ First segment rate | 4.43% | 1.34% |
| ■ Second segment rate | 5.91% | 4.03% |
| ■ Third segment rate | 6.65% | 5.06% |
| ■ Effective interest rate | 6.07% | 4.30% |

Annual rates of increase

- | | |
|-------------------------------------|----------------|
| ■ Compensation | Not applicable |
| ■ Future Social Security wage bases | Not applicable |
| ■ Statutory limits on compensation | None |

Plan-related expenses

The amount included for plan-related expenses is \$67,483. Plan-related expenses are assumed to equal non-PBGC administrative expenses from the prior year plus an estimate of the PBGC premiums for the current year that are paid from the trust.

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality for funding	The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.
Termination	Rates varying by age and gender.

Annual Rate of Withdrawal		
Attained Age	Males	Females
30	.034	.049
35	.024	.034
40	.013	.024
45	.007	.013
50	Nil	.007
55	Nil	Nil
60 & over	Nil	Nil

Disability	The rates at the following ages illustrate the incidence of disability assumed:
-------------------	---

Annual Rate of Disability (per 1,000 lives)		
Attained Age	Males	Females
25	.93	.96
35	1.99	2.52
45	5.05	5.22
55	15.02	14.90

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Retirement

The following rates have been utilized as the assumed incidence of retirement:

Attained Age	Rate
55	2%
56	2
57	3
58	5
59	5
60	10
61	10
62	45
63	45
64	45
65 & Older	100

Benefit commencement date:

- **Preretirement death benefit** The later of the death of the active participant or the participant's early retirement date.
- **Deferred vested benefit** The later of age 62 or termination of employment.
- **Disability benefit** Upon disablement.
- **Retirement benefit** Upon termination of employment.

Form of payment

Participants are assumed to elect the normal form.

Marriage

85% of the population are assumed to be married. Male participants are assumed to be three years older than their spouses and female participants are assumed to be three years younger than their spouses.

Plan compensation

Not applicable.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month.

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Maximum benefits and plan compensation increases	Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.
---	--

Methods

Valuation date	First day of plan year.
-----------------------	-------------------------

Funding target	Present value of accrued benefits as required by regulations under IRC §430.
-----------------------	--

Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
---------------------------	---

Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2015 plan year).
----------------------------------	--

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued	All benefits described in the Plan Provisions section of this report were valued.
----------------------------	---

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
----------------------	--

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
--------------------------	---

Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
---------------------------	---

Termination	<p>Termination rates were based on a published table for pension participants believed to have similar characteristics to the plan population. Gains and losses caused by termination patterns different than assumed are observed and monitored.</p> <p>Assumed termination rates differ by age and gender because of observed and expected differences in termination rates by gender.</p> <p>Termination rates for at-risk funding calculations are as required by IRC 430.</p>
--------------------	--

Disability	<p>Disability rates were based on a published table for pension participants believed to have reasonably similar characteristics participating in pension plans with similar disability provisions. Gains and losses caused by disability patterns different than assumed are observed and monitored.</p> <p>Assumed disability rates differ by gender because of observed and expected differences in disability rates by gender.</p>
-------------------	--

Retirement	<p>Retirement rates are based on plan sponsor expectations for the future with periodic monitoring of observed gains and losses caused by retirement patterns different than assumed.</p> <p>Retirement rates for at-risk funding calculations are as required by IRC §430.</p>
-------------------	---

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefit commencement date for deferred benefits:

- Deferred vested benefit Deferred vested participants are assumed to begin benefits at age 62 (or current age if later) because the plan's experience is not considered to be credible, but it has been observed and it is expected that many participants will retire and begin benefits when Social Security benefits are first available.

Source of Prescribed Methods

Funding methods The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN: 52-1272156 / 006
Plan Sponsor: Erachem Comilog, Inc.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Erachem Comilog, Inc.
EIN/PN	52-1272156/006
Plan Name	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
Valuation Date	January 1, 2016
Enrolled Actuary	Emily S. Adkins
Enrollment Number	17-07401

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
EIN / PN:	52-1272156 / 006
Plan Sponsor:	Erachem Comilog, Inc.
Valuation Date:	January 1, 2016

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

AUDITED FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2016

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

CONTENTS

	<u>Page</u>
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 17
Supplementary Financial Information:	
Schedule of Assets (Held at End of Year)	18
Schedule of Reportable Transactions	19



Independent Auditors' Report

To the Pension Plan Committee and Participants of
New Johnsonville Electrolytic Manganese Plant Pension Plan
of Erachem Comilog, Inc.
Baltimore, Maryland

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc., which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by SEI Private Trust Company (SEI), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.



Independent Auditors' Report (continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedules

The supplemental schedules of assets (held at end of year) as of December 31, 2016 and reportable transactions for the year then ended are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis of Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter - 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by SEI. Their report, dated October 13, 2016, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations -2016

The form and content of the information included in the 2016 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weyrich, Cronin & Sorra

Lutherville, Maryland
October 11, 2017

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments, at fair value	\$ 7,421,007	\$ 7,308,810
Receivables:		
Other receivables	<u>17,885</u>	<u>18,482</u>
Total Assets	<u>7,438,892</u>	<u>7,327,292</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 7,438,892</u></u>	<u><u>\$ 7,327,292</u></u>

See accompanying notes to financial statements.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 402,013	\$ - 0 -
Interest and dividends	<u>260,561</u>	<u>267,354</u>
	<u>662,574</u>	<u>267,354</u>
Total Additions	<u>662,574</u>	<u>267,354</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	- 0 -	489,434
Benefits paid to participants	463,978	465,458
Administrative expenses	<u>86,996</u>	<u>97,570</u>
Total Deductions	<u>550,974</u>	<u>1,052,462</u>
NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	111,600	(785,108)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>7,327,292</u>	<u>8,112,400</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 7,438,892</u>	<u>\$ 7,327,292</u>

See accompanying notes to financial statements.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

1. Description of the Plan

The following description of the New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc. (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

- A. General - Erachem Comilog, Inc. (the Company) established the New Johnsonville Electrolytic Manganese Plant Pension Plan (prior plan name) in 1984 for certain employees. The Plan was amended and restated during 2001 and again effective January 1, 2007. The prior plan name was changed to the New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc. The Plan was most recently amended and restated effective January 1, 2011. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Pension Plan Committee oversees governance of the Plan, determines the appropriateness of the Plan's investment offerings and monitors investment performance.
- B. Eligibility - The Plan is a noncontributory defined benefit plan which covers substantially all New Johnsonville based hourly employees of the Company and provides for retirement, disability, and death benefits. Any employee hired on or after January 1, 2006 shall not become an active participant in the Plan as the Plan is frozen for new participants. Employees hired prior to January 1, 2006, who were classified as full time employees and 21 years of age, were eligible for participation in the Plan. Employees were eligible to participate in the Plan after completing 30 days of active employment.
- C. Contributions - The Company's contributions are actuarially determined based upon the use of mortality tables and each participant's remaining years of service until retirement. The benefit rate in effect for the years ended December 31, 2016 and 2015 was \$31.
- D. Pension Benefits

Normal Retirement Dates	The later of age 62 and fifth anniversary of plan participation.
Normal Retirement Benefit	Monthly benefit if paid on a straight-life basis equal to the years of benefit service (maximum 33 1/3 years) multiplied by the appropriate benefit unit which was \$31 for the years ended December 31, 2016 and 2015.
Early Retirement Benefit	First day of any month following attainment of age 55 and completion of ten years of continuous service at an actuarially reduced amount.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

1. Description of the Plan (continued)

D. Pension Benefits (continued)

Special Early Retirement Benefit Window Period	An early retirement window was implemented, with retirements effective September 1, 2003 and July 1, 2004. Unreduced benefits and supplements payable prior to age 62 were the main provisions of the program.
Disability Retirement	Eligible upon total and permanent disability after ten years of continuous service. The accrued normal retirement benefit is payable immediately.
Benefit Service	All continuous service shall be credited with service during the last fractional year credited at a rate of 1/12th of a year for every 173 hours of service.
Continuous Service	One year is credited for each plan year during which the employee completes 1,000 hours computed on an elapsed-time basis.
Employee Contributions	Employee contributions are not permitted by the Plan.
Deferred Vested	Eligible after five years of credited service.
Termination	The accrued normal retirement benefit is payable at age 62 or, if the employee has at least ten years of continuous service, is payable as early as age 55 at an actuarially reduced amount.
Pre-Retirement Spouse's Benefit	An employee may elect to receive a reduced benefit so that a benefit will be paid to his/her spouse if he/she should die prior to retirement but after completion of five years of credited service, provided that the employee has been married to his/her current spouse for at least one year. If the employee dies while eligible for early retirement, the surviving spouse will receive 50% of the benefit that would have been paid if the employee had retired on the day prior to his/her death and elected the 50% joint and survivor benefit. If death occurs prior to eligibility for early retirement, the surviving spouse will receive the benefit that would have been paid had the employee terminated on the day of his/her death, survived to the earliest age for retirement, retired under the 50% joint and survivor option, and then died.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

1. Description of the Plan (continued)

D. Pension Benefits (continued)

Form of Payment An employee may elect to receive his/her benefit on a straight-life basis or on an actuarially equivalent 50%, 75% or 100% joint and survivor basis. Unless otherwise elected, any benefit payable under the Plan shall be paid on a 50% joint and survivor basis, if the employee is then married or on a straight-life basis otherwise. If the present value of the participant's retirement benefit does not exceed \$15,000, it may be paid in a lump sum. Actuarial equivalence is based on the RP-2000 Blended Table and 6% interest, except for lump sums which are based on 417(e) applicable interest rate and mortality.

E. Vesting - An employee becomes fully vested in accumulated normal retirement benefits, if, at the time of termination, five or more years of service have been credited. An employee immediately becomes 100% vested upon attaining the age of 62.

2. Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements and changes therein. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Pension Committee determines the Plan's valuation policies utilizing information provided by its investment advisors and trustees. See Note 5 for discussion of fair value measurements.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

2. Significant Accounting Policies (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments, as presented in the statements of changes in net assets available for benefits, includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits (see Note 6) 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, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries and accumulated plan benefits for active employees are based on a collectively bargained benefit unit depending on the date of retirement multiplied by years of credited service. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included in accumulated plan benefits 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 the administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

3. Funding Policy

The Plan is funded by the Company, which contributes to the Plan such amounts as are necessary to meet or exceed the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA), to maintain the Plan on a sound actuarial basis, and to pay any administrative expenses not paid directly by the Company. No contributions to the Plan were made for the years ended December 31, 2016 and 2015. The Company's contributions for 2016 and 2015 met or exceeded the minimum funding requirements of ERISA.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

4. Information Prepared and Certified by the Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee

	<u>2016</u>	<u>2015</u>
Investments, at fair value:		
Registered investment companies	<u>\$ 7,421,007</u>	<u>\$ 7,308,810</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 402,013	\$ (489,434)
Interest and dividends	<u>260,561</u>	<u>267,354</u>
	<u>\$ 662,574</u>	<u>\$ (222,080)</u>

5. Fair Value Measurements

FASB ASC 820, Fair Value Measurements and Disclosures, provides the 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 under FASB ASC 820 are described as follows:

Level 1 Fair Value Measurements

Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Fair Value Measurements

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in inactive markets; (c) inputs other than quoted prices that are observable for the asset or liability; and (d) 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.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

5. Fair Value Measurements (continued)

Level 3 Fair Value Measurements

Inputs to the valuation methodology are unobservable for the asset or liability, significant to the fair value measurement, and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation.

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, 2016 and 2015.

Registered Investment Companies (Mutual Funds)

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

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

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2016 and 2015 are reported in net appreciation (depreciation) in fair value of investments.

The Plan's policy is to recognize transfers between Level 1 and 2 and into and out of Level 3 at the end of the reporting period. For the years ended December 31, 2016 and 2015, there were no significant transfers between Level 1 and Level 2 or into or out of Level 3.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

5. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

		<u>Fair Value Measurements at the End of the Reporting Period Using:</u>
	<u>Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>
<u>December 31, 2016:</u>		
Registered investment companies	<u>\$ 7,421,007</u>	<u>\$ 7,421,007</u>
Total assets at fair value	<u>\$ 7,421,007</u>	<u>\$ 7,421,007</u>

		<u>Fair Value Measurements at the End of the Reporting Period Using:</u>
	<u>Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>
<u>December 31, 2015:</u>		
Registered investment companies	<u>\$ 7,308,810</u>	<u>\$ 7,308,810</u>
Total assets at fair value	<u>\$ 7,308,810</u>	<u>\$ 7,308,810</u>

6. Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by an actuary from Towers Watson Delaware, Inc. and is the amount resulting from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial assumptions are based on the assumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

6. Accumulated Plan Benefits (continued)

The statements of accumulated plan benefits as of December 31, 2016 and 2015 and the statements of changes in accumulated plan benefits for the years then ended are presented from information provided by the actuary as of January 1, 2017 and January 1, 2016, respectively, and for the years then ended. There were no significant changes in the Plan's provisions or coverage from neither December 31, 2016 to January 1, 2017 or from December 31, 2015 to January 1, 2016.

The actuary uses the traditional unit cost method as specified in Section 412(b) of the Internal Revenue Code (IRC).

The Plan's actuary has estimated the actuarial present value of accumulated plan benefits as follows as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participating employees	\$ 1,527,472	\$ 1,474,698
Retirees and beneficiaries	4,502,976	4,595,763
Deferred vested benefits	<u>595,896</u>	<u>580,938</u>
	6,626,344	6,651,399
Nonvested benefits	<u>185,996</u>	<u>196,292</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 6,812,340</u>	<u>\$ 6,847,691</u>

The Plan's actuary has estimated the changes in the actuarial present value of accumulated plan benefits as follows for the years ended December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 6,847,691</u>	<u>\$ 6,965,059</u>
Changes during the year attributed to:		
Benefits accumulated	54,106	53,546
Interest related to decrease in discount period	400,209	407,195
Benefits paid	(463,310)	(464,036)
Change in assumptions	(100,949)	(110,585)
Actuarial (gains) losses	<u>74,593</u>	<u>(3,488)</u>
Net decrease	<u>(35,351)</u>	<u>(117,368)</u>
Total actuarial present value of accumulated plan benefits, end of year	<u>\$ 6,812,340</u>	<u>\$ 6,847,691</u>

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

6. Accumulated Plan Benefits (continued)

Actuarial assumptions:

Interest Rate	The discount rate for ASC 960, Accounting and Reporting by Defined Benefit Plans, for the years ended December 31, 2016 and 2015 was 6.00% for both years. The PPA effective interest rates for the years ended December 31, 2016 and 2015 were 5.87% and 6.07%, respectively.														
Regular Mortality	RP-2014 Blue Collar Mortality Tables (base year 2006) for males and females projected generationally with Scale MP-2016 with separate rates for annuitants and non-annuitants.														
Disabled Mortality	RP-2014 Disabled Mortality Tables (base year 2006) for males and females projected generationally with Scale MP-2016.														
Retirement Age	Participants are assumed to retire in accordance with the following table:														
	<table> <tr> <th><u>Age</u></th><th><u>Percent Expected to Retire</u></th></tr> <tr> <td>55 - 56</td><td>2%</td></tr> <tr> <td>57</td><td>3%</td></tr> <tr> <td>58 - 59</td><td>5%</td></tr> <tr> <td>60 - 61</td><td>10%</td></tr> <tr> <td>62 - 64</td><td>45%</td></tr> <tr> <td>65 and Older</td><td>100%</td></tr> </table>	<u>Age</u>	<u>Percent Expected to Retire</u>	55 - 56	2%	57	3%	58 - 59	5%	60 - 61	10%	62 - 64	45%	65 and Older	100%
<u>Age</u>	<u>Percent Expected to Retire</u>														
55 - 56	2%														
57	3%														
58 - 59	5%														
60 - 61	10%														
62 - 64	45%														
65 and Older	100%														
Percentage Married	85% of the population are assumed to be married. Male participants are assumed to be three years older than their spouses and female participants are assumed to be three years younger than their spouses.														

The changes in assumptions since the prior valuation are as follows:

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC 430.
- The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

6. Accumulated Plan Benefits (continued)

Actuarial assumptions (continued):

- The healthy mortality tables used for the plan accounting (ASC 960) were changed from the RP-2014 Blue Collar Mortality Tables (base year 2006) for males and females projected generationally with Scale MP-2015 with separate rates for annuitants and non-annuitants to RP-2014 Blue Collar Mortality Tables (base year 2006) for males and females with separate rates for annuitants and non-annuitants projected generationally with Scale MP-2016.
- The disabled mortality tables used for the plan accounting (ASC 960) were updated from the RP-2014 Disabled Mortality Tables (base year 2006) for males and females projected generationally with Scale MP-2015 to the RP-2014 Disabled Mortality Tables (base year 2006) for males and females projected generationally with Scale MP-2016.

7. Tax Status

The Plan obtained its latest determination letter on April 7, 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since the determination letter was received, the Pension Plan Committee believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. All employees are 100% vested in their accumulated retirement benefits upon the Plan's termination. 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:

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

8. Plan Termination

- a. 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 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.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. Government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All non-vested 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 survivors' 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. There is a statutory ceiling which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

For plan terminations occurring during 2016 and 2015, the ceiling was \$5,369 and \$5,011 per month, respectively. The ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

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 Company and the level of benefits guaranteed by the PBGC.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

9. Related Party Transactions

The Plan invests in shares of interests in registered investment companies which are managed by an affiliate of SEI. SEI acts as trustee for the Plan. The Company provides certain accounting and administrative services to the Plan for which no fees are charged. Such transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

10. Risks and Uncertainties

The Plan invests in various 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 the investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits.

Interest rate risk refers to the impact of interest rate changes on the Plan's financial position. Interest rate changes directly impact the fair value of fixed income securities held in the Plan. Interest rate changes also have an indirect impact on the other plan investments. Market risk is the risk that the market value of an investment will fluctuate as a result of changes in market price. Credit risk arises from the potential for an issuer or other counterparty to default on its contractual obligations to the Plan. Investments are recorded at fair value. This represents the maximum credit risk exposure of the Plan.

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 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 financial statements.

11. Concentrations

The Plan's investment in the SEI Long Duration Fund represented 64% and 63% of total assets as of December 31, 2016 and 2015, respectively. A large decline in the fair value of this fund, were it to occur, could have a significant impact on the Plan's net assets available for benefits and its funded status.

12. Subsequent Events

The Plan has evaluated subsequent events through October 11, 2017, the date the financial statements were available to be issued.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Notes to Financial Statements
December 31, 2016 and 2015

12. Subsequent Events (continued)

The Plan has been restated, effective January 1, 2017, to reflect the change in the name of the Company to Prince Erachem, Inc. pursuant to the acquisition of the Company by PMHC II, Inc., the parent company of Prince International Corporation. No other significant plan provisions have been altered with this restatement.

SUPPLEMENTARY FINANCIAL INFORMATION

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Schedule of Assets (Held at End of Year)
Schedule H, Form 5500, Part IV, Line 4i
EIN: 52-1272156
Plan No. 006
December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	SEI Private Trust Company:			
	Emerging Markets Debt Fund	Registered investment companies	\$ 168,139	\$ 148,169
	Emerging Markets Equity Fund	Registered investment companies	167,180	156,600
	High Yield Bond Fund	Registered investment companies	254,623	247,996
	Large Cap Disciplined Equity Fund	Registered investment companies	581,137	629,726
	Long Duration Fund Class A	Registered investment companies	4,936,966	4,679,797
	S&P 500 Index Fund	Registered investment companies	522,595	630,980
	Small / Mid Cap Equity Fund	Registered investment companies	244,333	251,331
	World Equity Ex-US Fund	Registered investment companies	656,521	676,408
			<u>\$ 7,531,494</u>	<u>\$ 7,421,007</u>

* Party-In-Interest as defined by ERISA

The above information has been certified by SEI Private Trust Company as completed and accurate.

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Schedule of Reportable Transactions
Schedule H, Form 5500, Part IV, Line 4j
EIN: 52-1272156
Plan No. 006
For the Year Ended December 31, 2016

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Sales Price	Cost of Asset	Current Value on Transaction Date	Net Gain or (Loss)
<u>Series of Transactions</u>						
* SEI Private Trust Company	SEI Long Duration Fund	\$ 478,050	\$ - 0 -	\$ 478,050	\$ 478,050	\$ - 0 -
* SEI Private Trust Company	SEI Long Duration Fund	- 0 -	501,714	499,997	501,714	1,717

* Party-In-Interest Transaction as defined by ERISA

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2016

See Schedule B Part V, Statement of Actuarial Assumptions and Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.02	1,000,000	1.000000	0.020000	1.100000
56	0.02	980,000	0.980000	0.019600	1.097600
57	0.03	960,400	0.960400	0.028812	1.642284
58	0.05	931,588	0.931588	0.046579	2.701582
59	0.05	885,009	0.885009	0.044250	2.610750
60	0.10	840,758	0.840758	0.084076	5.044560
61	0.10	756,682	0.756682	0.075668	4.615748
62	0.45	681,014	0.681014	0.306456	19.000272
63	0.45	374,558	0.374558	0.168551	10.618713
64	0.45	206,007	0.206007	0.092703	5.932992
65	1.00	113,304	0.113304	0.113304	7.364760
Average age at retirement					61.729261
Rounded for Schedule SB Line 22					62

Plan Name: New Johnsonville Electrolytic Manganese Plant Pension Plan of Erachem Comilog, Inc.
 EIN / PN: 52-1272156 / 006
 Plan Sponsor: Erachem Comilog, Inc.
 Valuation Date: January 1, 2016

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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 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**2016****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

- 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 instr.)
- B** This return/report is: ☒ a single-employer plan ☐ a DFE (specify) _____
- ☐ the first return/report ☐ the final return/report
- ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here ☐ ☒
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
- ☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan NEW JOHNSONVILLE ELECTROLYTICS MANGANESE PLANT PENSION PLAN OF ERACHEM COMILOG, INC.	1b Three-digit plan number (PN) ► 006
	1c Effective date of plan 01/01/1984
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) ERACHEM COMILOG, INC. 610 PITTMAN RD BALTIMORE MD 21226-1792	2b Employer Identification Number (EIN) 52-1272156 2c Plan Sponsor's telephone number 410-789-8800 2d Business code (see instructions) 325300

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		2017.10.09	FRANCOIS-GUILLAUME LEJARS
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
--	--

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

5 Total number of participants at the beginning of the plan year	5	115
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)	29
a (2) Total number of active participants at the end of the plan year	6a(2)	28
b Retired or separated participants receiving benefits	6b	41
c Other retired or separated participants entitled to future benefits	6c	19
d Subtotal. Add lines 6a(2), 6b, and 6c	6d	88
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	24
f Total. Add lines 6d and 6e	6f	112
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	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 1I 3H

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 (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

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

**NEW JOHNSONVILLE ELECTROLYTIC
MANGANESE PLANT PENSION PLAN
OF ERACHEM COMILOG, INC.**

Schedule of Reportable Transactions
Schedule H, Form 5500, Part IV, Line 4j
EIN: 52-1272156
Plan No. 006
For the Year Ended December 31, 2016

(a)	(b)	(c)	(d)	(g)	(h) Current Value on Transaction Date	(i) Net Gain or (Loss)
<u>Identity of Party Involved</u>	<u>Description of Assets</u>	<u>Purchase Price</u>	<u>Sales Price</u>	<u>Cost of Asset</u>		
<u>Series of Transactions</u>						
* SEI Private Trust Company	SEI Long Duration Fund	\$ 478,050	\$ - 0 -	\$ 478,050	\$ 478,050	\$ - 0 -
* SEI Private Trust Company	SEI Long Duration Fund	- 0 -	501,714	499,997	501,714	1,717

* Party-In-Interest Transaction as defined by ERISA

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **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 New Johnsonville Electrolytic Mang Plant Pen Pn	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Erachem Comilog, Inc.	D Employer Identification Number (EIN) 52-1272156	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	7,364,502	
b Actuarial value.....	2b	7,685,878	
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	64	4,529,409	4,529,409
b For terminated vested participants	22	545,014	545,014
c For active participants	29	1,423,734	1,625,402
d Total	115	6,498,157	6,699,825
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	6.07%	
6 Target normal cost	6	118,954	

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	Emily S. Adkins <div style="text-align: center;">Signature of actuary</div>	<div style="text-align: center;"> Date </div>
Emily S. Adkins <div style="text-align: center;">Type or print name of actuary</div>		1707401 <div style="text-align: center;">Most recent enrollment number</div>
Towers Watson Delaware Inc. <div style="text-align: center;">Firm name</div>		216-937-4000 <div style="text-align: center;">Telephone number (including area code)</div>
1001 Lakeside Avenue, Suite 1500 Cleveland OH 44114 <div style="text-align: center;">Address of the firm</div>		

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 ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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	0
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	0
10 Interest on line 9 using prior year's actual return of <u>-3.28%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
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 <u>6.27%</u>		0
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		0
d Portion of (c) to be added to prefunding balance		0
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	0

Part III Funding Percentages

14 Funding target attainment percentage	14	114.71%
15 Adjusted funding target attainment percentage	15	114.71%
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	117.46%
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:

Part 18(b) - Amount paid to the plan for the plan year by employer(s) and employee(s).					
(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

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	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ 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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
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	118,954	
b Excess assets, if applicable, but not greater than line 31a	31b	118,954	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
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	0
	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	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
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	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0