

AMGEN INC  
Form 11-K  
June 11, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

Commission file number 000-12477

THE RETIREMENT AND SAVINGS PLAN FOR  
AMGEN MANUFACTURING, LIMITED

State Road 31, Kilometer 24.6, Juncos, Puerto Rico 00777

(Full title and address of the plan)

AMGEN INC.

(Name of issuer of the securities held)

One Amgen Center Drive,  
Thousand Oaks, California

(Address of principal executive offices)

91320-1799

(Zip Code)

The Retirement and Savings Plan for  
Amgen Manufacturing, Limited  
Audited Financial Statements  
and Supplemental Schedule

Years Ended December 31, 2013 and 2012

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Report of Independent Registered Public Accounting Firm

Amgen Manufacturing, Limited, as Named Fiduciary, and the Plan Participants  
of The Retirement and Savings Plan for Amgen Manufacturing, Limited

We have audited the accompanying statements of net assets available for benefits of The Retirement and Savings Plan for Amgen Manufacturing, Limited (the Plan) as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2013 and 2012, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

San Juan, Puerto Rico

June 11, 2014

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
 Statements of Net Assets Available for Benefits

|  | December 31<br>2013 | 2012          |
|--|---------------------|---------------|
| Assets   |                     |               |
| Investments at fair value  | \$274,900,596       | \$205,455,233 |
| Notes receivable from participants   | 15,605,826          | 14,324,229    |
| Other – principally due from broker  | 249,318             | 192,076       |
| Total assets   | 290,755,740         | 219,971,538   |
| Liabilities  |                     |               |
| Other – principally due to broker  | 214,079             | 247,008       |
| Net assets reflecting investments at fair value  | 290,541,661         | 219,724,530   |
| Adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts | (177,233            | ) (543,924    |
| Net assets available for benefits  | \$290,364,428       | \$219,180,606 |
| See accompanying notes.  |                     |               |

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
 Statements of Changes in Net Assets Available for Benefits

|  | Year Ended December 31 |                |
|--|------------------------|----------------|
|  | 2013                   | 2012           |
| Additions to (deductions from) net assets:             |                        |                |
| Employer contributions                                 | \$ 13,597,067          | \$ 13,701,968  |
| Participant contributions                              | 11,169,958             | 10,398,675     |
| Rollover contributions                                 | 691,456                | 218,758        |
| Interest and dividend income                           | 2,364,435              | 2,032,895      |
| Net realized/unrealized gains                          | 52,246,722             | 29,003,843     |
| Interest income on notes receivable from participants  | 602,165                | 575,959        |
| Benefits paid  | (9,087,392)            | (6,043,477)    |
| Investment and administrative fees                     | (400,589)              | (331,493)      |
| Net increase   | 71,183,822             | 49,557,128     |
| Net assets available for benefits at beginning of year | 219,180,606            | 169,623,478    |
| Net assets available for benefits at end of year       | \$ 290,364,428         | \$ 219,180,606 |
| See accompanying notes.                                |                        |                |

The Retirement and Savings Plan for Amgen Manufacturing, Limited

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

The following description of The Retirement and Savings Plan for Amgen Manufacturing, Limited (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established effective January 1, 2002, most recently amended and restated effective January 1, 2012, and subsequently amended, with the most recent amendment adopted December 1, 2012. The Plan is a defined contribution plan covering substantially all Puerto Rico resident employees of Amgen Manufacturing, Limited (the Company), a wholly owned subsidiary of Amgen Inc. (Amgen). The Plan, as amended and restated, is intended to qualify under Section 1081.01 of the New Puerto Rico Internal Revenue Code (the PR Code) (see Note 5, Income Tax Status) and section 407(d)(3)(A) of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Subject to certain limitations (as defined in the Plan), participants may elect to contribute up to 30% of their eligible compensation in pre-tax contributions and after-tax contributions or a combination of these types of contributions. A participant's pre-tax contributions are subject to PR Code and Plan limitations and could not exceed \$15,000 in 2013 and \$13,000 in 2012. Participants may elect to contribute after-tax contributions beginning January 1 of the year following the year the participant was hired. Participant after-tax contributions are subject to PR Code and Plan limitations and could not exceed \$1,500 in 2013 and 2012. Unless an employee has voluntarily enrolled in the Plan or has declined to participate in the Plan within the first 30 days of employment, all newly eligible participants are automatically enrolled in the Plan and contributions equal to 5% of their eligible compensation are withheld and contributed to the Plan as pre-tax contributions; such contributions are automatically increased by 1% per year until their contributions reach 10% of their eligible compensation. Participants may elect to adjust, cease or resume their contributions at any time.

Participants who are at least age 50 by the close of the Plan year may also elect to make certain additional pre-tax contributions, referred to as catch-up contributions, that are subject to PR Code and Plan limitations and could not exceed \$1,500 in 2013 and 2012. Participants may also contribute pre-tax and after-tax amounts representing distributions from certain other retirement plans qualified in Puerto Rico, referred to as rollover contributions (as defined in the Plan).

Each pay period, the Company makes a non-elective contribution for all eligible participants, whether or not they have elected to make contributions to the Plan, equal to 4% of each participant's eligible compensation up to a maximum of \$10,200 in 2013 and \$10,000 in 2012 (Core Contributions). In addition, the Company makes a contribution equal to amounts contributed by the participant as pre-tax contributions, including catch-up contributions, of up to 5% of eligible compensation (Matching Contributions). Matching Contributions could not exceed \$12,750 in 2013 and \$12,500 in 2012.

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions (continued)

Participants select the investments in which their contributions, including their Core Contributions and Matching Contributions (collectively Company Contributions), are to be invested, electing among various alternatives, including Amgen Inc. common stock (Amgen stock). Participants may direct a maximum of 20% of contributions to be invested in Amgen stock. In addition, participants may transfer amounts among the investment options at any time, subject to certain limitations. Notwithstanding the foregoing, if 20% or more of the value of a participant's Plan account is invested in Amgen stock, no transfers from other investment options can be made to invest in Amgen stock.

The accounts of participants who had never made an investment election are allocated to investments under a qualified default investment alternative which is intended to be compliant with ERISA regulations. At any time, participants may elect to alter the investments in their accounts made under a qualified default investment alternative.

Vesting

Participants are immediately vested with respect to their contributions, Company Contributions, and earnings and losses (hereafter referred to as "earnings") thereon.

Participant Accounts

Each participant's account is credited with: (a) the participant's contributions, (b) an allocation of Company Contributions and (c) earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Plan Investments

Participants can invest in any of 16 different asset classes (14 asset classes prior to July 1, 2013) as well as Amgen stock or may actively manage their account under a self-directed brokerage arrangement in which a wider array of investment options are available. The value of an investment in an asset class is determined by its underlying investment vehicles which may include one or more of the following: mutual funds, collective trust funds and portfolios which are separately managed exclusively for the benefit of Plan participants and their beneficiaries (separately managed portfolios). The separately managed portfolios are primarily composed of investments in publicly traded common and preferred stocks. The asset classes are designed to provide participants with choices among a variety of investment objectives.

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Payments of Benefits

Subject to Plan limitations, upon termination of employment, including termination due to disability (as defined in the Plan) or retirement, a participant may elect to receive an amount equal to the value of his or her account balance in (a) a single payment in cash, (b) a single distribution in full shares of Amgen stock (with any fractional shares paid in cash), (c) a single distribution paid in a combination of cash and full shares of Amgen stock, or (d) a rollover distribution to an eligible retirement plan. If a participant dies before receiving the value of his or her account balance, the participant's named beneficiary may elect to receive the distribution of remaining funds from among the alternatives described above, subject to certain Plan limitations.

Subsequent to termination of employment, participants may also elect to maintain their account balance in the Plan, provided that their account balance is greater than \$1,000.

Certain restrictions apply to withdrawals from the Plan while a participant continues to be employed by the Company.

Notes Receivable from Participants

Subject to certain restrictions, a participant can have up to two loans outstanding at any one time from his or her Plan account with a combined maximum loan amount which may not exceed the lesser of (a) 50% of the participant's account balance or (b) \$50,000 less certain adjustments, as applicable (as defined in the Plan). A participant's loan is secured by his or her Plan account balance. Loans made prior to January 1, 2006 bear interest at fixed rates based on the average borrowing rates of certain major banks. Loans made on or after January 1, 2006 bear interest at fixed rates which, until changed by the Company, are based on the prime rate plus one percentage point as published in The Wall Street Journal determined as of the last day of the calendar quarter preceding origination or such other rate as may be required by law. Loans are generally payable in installments over periods ranging from one to five years, unless the loan is used to acquire a principal residence for which the term of the loan may be up to 20 years. Principal and interest payments are allocated to the participant's account.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants would receive distributions of their account balances.

Trustee

Banco Popular de Puerto Rico is the Plan's trustee.



The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Fair Value Measurement

The investments of the Plan are reported at fair value. Fair value is generally defined as the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date (see Note 3, Fair Value Measurements).

Investment Income and Losses

Dividend income is recognized on the ex-dividend date and interest income is recorded on an accrual basis.

Unrealized gains and losses on investments are measured by the change in the difference between the fair value and cost of the securities held at the beginning of the year (or date purchased if acquired during the Plan year) and the end of the year. Realized gains and losses from security transactions are recorded based on the weighted-average cost of securities sold.

Fully Benefit-Responsive Investment Contracts

The Plan holds units of collective trust funds that have investments in fully benefit-responsive investment contracts. Such contracts held directly or indirectly by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate qualified transactions related to these investments. The Statements of Net Assets Available for Benefits present these contracts at fair value with an adjustment to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid balance plus accrued but unpaid interest, as applicable.

Due from/to Brokers

Purchases and sales of investments are recorded on a trade-date basis. Amounts due from brokers and due to brokers arise from unsettled sale and purchase transactions as of December 31, 2013 and 2012.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

3. Fair Value Measurements

The Plan uses various valuation approaches in determining the fair value of investments within a hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the investment based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions about the inputs that market participants would use in pricing the investment and are developed based on the best information available in the circumstances. The fair value hierarchy is divided into three levels based on the source of inputs as follows:

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical investments that the Plan has the ability to access;

Level 2 – Valuations for which all significant inputs are observable, either directly or indirectly, other than level 1 inputs;

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement. The availability of observable inputs can vary among the various types of investments. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used for measuring fair value may fall into different levels of the fair value hierarchy. In such cases, for financial statement disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is categorized is based on the lowest level of input used that is significant to the overall fair value measurement.

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

The following fair value hierarchy table presents information about each major class/category of the Plan's investments measured at fair value:

|                              | Fair value measurements at December 31, 2013 using                            |   |  | Total         |
|------------------------------|---|---|--|---------------|
|                              | Quoted prices<br>in active<br>markets for<br>identical<br>assets<br>(Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |               |
| Amgen stock                  | \$54,032,973  | \$—   | \$—  | \$54,032,973  |
| Cash and cash equivalents    | 261,284   | —   | —  | 261,284       |
| Common and preferred stocks: |   |   |  |               |
| Large cap growth             | 23,690,533  | —   | —  | 23,690,533    |
| Large cap value              | 9,304,001   | —   | —  | 9,304,001     |
| Small-mid cap growth         | 1,766,219   | —   | —  | 1,766,219     |
| Small-mid cap value          | 22,678,407  | —   | —  | 22,678,407    |
| Other                        | 832,271   | —   | —  | 832,271       |
| Mutual funds:                |   |   |  |               |
| Emerging markets equity      | 1,734,759   | —   | —  | 1,734,759     |
| Fixed income                 | 6,418,886   | —   | —  | 6,418,886     |
| High yield debt              | 4,663,790   | —   | —  | 4,663,790     |
| International growth         | 4,933,253   | —   | —  | 4,933,253     |
| International value          | 13,581,116  | —   | —  | 13,581,116    |
| Real estate investment index | 5,079,653   | —   | —  | 5,079,653     |
| Small-mid cap growth         | 1,666,558   | —   | —  | 1,666,558     |
| Collective trust funds:      |   |   |  |               |
| Capital preservation         | —   | 22,331,310  | —  | 22,331,310    |
| Emerging markets equity      | —   | 3,881,576   | —  | 3,881,576     |
| Fixed income                 | —   | 7,614,515   | —  | 7,614,515     |
| Fixed income index           | —   | 3,113,934   | —  | 3,113,934     |
| Inflation indexed debt       | —   | 1,774,200   | —  | 1,774,200     |
| International growth         | —   | 5,751,246   | —  | 5,751,246     |
| International index          | —   | 1,391,893   | —  | 1,391,893     |
| International value          | —   | 904,908   | —  | 904,908       |
| Large cap growth             | —   | 1,769,683   | —  | 1,769,683     |
| Large cap index              | —   | 54,109,878  | —  | 54,109,878    |
| Large cap value              | —   | 583,305   | —  | 583,305       |
| Short term investments       | —   | 3,306,339   | —  | 3,306,339     |
| Small-mid cap growth         | —   | 278,605   | —  | 278,605       |
| Small-mid cap index          | —   | 16,157,311  | —  | 16,157,311    |
| Small-mid cap value          | —   | 1,288,190   | —  | 1,288,190     |
|                              | \$150,643,703   | \$124,256,893   | \$—  | \$274,900,596 |



The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

## 3. Fair Value Measurements (continued)

|                                    | Fair value measurements at December 31, 2012 using                            |   |  | Total         |
|------------------------------------|---|---|--|---------------|
|                                    | Quoted prices<br>in active<br>markets for<br>identical<br>assets<br>(Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |               |
| Amgen stock                        | \$39,777,427  | \$—   | \$—  | \$39,777,427  |
| Cash and cash equivalents          | 169,867   | —   | —  | 169,867       |
| Common and preferred stocks:       |   |   |  |               |
| Large cap growth                   | 17,971,848  | —   | —  | 17,971,848    |
| Large cap value                    | 4,921,690   | —   | —  | 4,921,690     |
| Small-mid cap growth               | 1,966,733   | —   | —  | 1,966,733     |
| Small-mid cap value                | 15,271,526  | 8,794   | —  | 15,280,320    |
| Other                              | 684,275   | —   | —  | 684,275       |
| Mutual funds:                      |   |   |  |               |
| High yield debt                    | 3,771,941   | —   | —  | 3,771,941     |
| Inflation indexed debt             | 1,078,504   | —   | —  | 1,078,504     |
| International growth               | 6,661,875   | —   | —  | 6,661,875     |
| International value                | 10,242,760  | —   | —  | 10,242,760    |
| Real estate investment trust index | 4,999,478   | —   | —  | 4,999,478     |
| Collective trust funds:            |   |   |  |               |
| Capital preservation               | —   | 19,299,926  | —  | 19,299,926    |
| Emerging markets equity            | —   | 6,276,475   | —  | 6,276,475     |
| Fixed income                       | —   | 11,388,372  | —  | 11,388,372    |
| Inflation indexed debt             | —   | 87,961  | —  | 87,961        |
| International growth               | —   | 2,834,318   | —  | 2,834,318     |
| International value                | —   | 931,634   | —  | 931,634       |
| Large cap growth                   | —   | 821,472   | —  | 821,472       |
| Large cap index                    | —   | 41,487,995  | —  | 41,487,995    |
| Large cap value                    | —   | 231,842   | —  | 231,842       |
| Short term investments             | —   | 3,617,535   | —  | 3,617,535     |
| Small-mid cap growth               | —   | 112,439   | —  | 112,439       |
| Small-mid cap index                | —   | 9,140,982   | —  | 9,140,982     |
| Small-mid cap value                | —   | 1,697,564   | —  | 1,697,564     |
|                                    | \$107,517,924   | \$97,937,309  | \$—  | \$205,455,233 |

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

The fair value of common stocks (including Amgen stock), preferred stocks and mutual funds are valued using quoted market prices in active markets with no valuation adjustment.

Collective trust funds represent interests in pooled investment vehicles designed typically for collective investment of employee benefit trusts. The fair values of these investments are determined by reference to the net asset value per unit provided by the fund managers. The unit values are based on the fair values of the trusts' underlying assets, which are principally equity and fixed income securities and short-term investments. The investment strategies of the Plan's collective trust funds vary generally based on the investment objectives of the asset class of which they are a part. Such investment strategies include investments in fixed income securities and investments in equity securities in domestic and international markets for growth and value objectives as well as to replicate market indexes and to invest in emerging markets. The only redemption restriction with respect to these investments is on the Wells Fargo Stable Return Fund G, which requires a one-year notice to be given in the event of complete liquidation.

4. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2013 and 2012 are as follows:

|   | December 31<br>2013 | 2012         |
|---|---------------------|--------------|
| Northern Trust Collective S&P 500 Index Fund – Non Lending – Collective trust fund                | \$54,109,878        | *            |
| Amgen stock   | 54,032,973          | \$39,777,427 |
| Wells Fargo Stable Return Fund G – Collective trust fund  | 22,331,310          | 19,299,926   |
| Northern Trust Collective Extended Equity Market Index Fund – Non Lending – Collective trust fund | 16,157,311          | *            |
| Blackrock Equity Index Fund F – Collective trust fund   | *                   | 37,505,088   |

\*Investment balance was less than 5% of the Plan's net assets.

During the years ended December 31, 2013 and 2012, net realized and unrealized gains on the Plan's investments were as follows:

|                             | Year Ended December 31 |              |
|-----------------------------|------------------------|--------------|
|                             | 2013                   | 2012         |
| Amgen stock                 | \$13,117,987           | \$10,071,262 |
| Common and preferred stocks | 16,113,118             | 6,252,359    |
| Mutual funds                | 3,579,902              | 3,215,869    |
| Collective trust funds      | 19,450,480             | 9,463,527    |
| Other                       | (14,765                | ) 826        |
|                             | \$52,246,722           | \$29,003,843 |

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

5. Income Tax Status

The Plan received a determination letter from the Puerto Rico Treasury Department (PRTD) dated June 22, 2007, with an effective date of January 1, 2006 stating that the Plan is qualified, in form, under Section 1165 of the Puerto Rico Internal Revenue Code of 1994, as amended (the 1994 PR Code) and therefore, the related trust forming part of the Plan is exempt from taxation. The 1994 PR Code was repealed and the PR Code became effective for taxable years starting after December 31, 2010. Several rules related to the qualification of pension plans were amended effective for taxable year 2011, and others effective for taxable year 2012. The provisions of the PR Code also require that the Plan be amended in order to comply with those requirements, and the deadline for compliance was extended by the PRTD to coincide with the sponsoring employer's due date for filing its 2013 corporate tax return (generally, April 15, 2014 for calendar year filers)(the Compliance Deadline). The PR Code also required that the Plan be submitted to the PRTD in order to obtain a new determination letter issued by the PRTD to maintain the Plan's qualified status. The request of a new determination letter must have been submitted to the PRTD in accordance with the Compliance Deadline.

For taxable years 2012 and 2013, the Company believes the Plan was amended to satisfy, and operated in compliance with, the applicable requirements of the PR Code. The Company therefore believes that the Plan is qualified and the related trust is tax exempt. On April 4, 2014, the Company timely requested a determination letter from the PRTD in order to comply with the rules provided by the PR Code. The Company is awaiting a response from the PRTD regarding its submission.

Accounting principles generally accepted in the United States require the Company to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination. As of December 31, 2013, no uncertain tax positions have been taken or are expected to be taken, and no amounts related to uncertain tax positions have been recorded in the Plan's financial statements. The Plan is subject to audits by the PRTD, however there are currently no audits for any periods in progress. The Company believes the Plan is no longer subject to PRTD examinations with respect to annual reports for years prior to 2009.

6. Services Provided by the Company

During 2013 and 2012, the Company paid trustee fees and certain other administrative costs on behalf of the Plan.

The Retirement and Savings Plan for Amgen Manufacturing, Limited  
Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500

The reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2013 and 2012 consisted of the following:

|  | December 31   |               |
|--|---------------|---------------|
|  | 2013          | 2012          |
| Net assets available for benefits per the financial statements                                 | \$290,364,428 | \$219,180,606 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 177,233       | 543,924       |
| Amounts allocated to withdrawing participants  | (1,000        | ) (3,361      |
| Deemed loans   | (244,834      | ) (153,549    |
| Net assets per the Form 5500   | \$290,295,827 | \$219,567,620 |

For the year ended December 31, 2013, the following is a reconciliation of the net investment income per the financial statements to the Form 5500:

|  | Year Ended<br>December 31<br>2013 |
|--|-----------------------------------|
| Interest and dividend income   | \$2,364,435                       |
| Net realized/unrealized gains  | 52,246,722                        |
| Total net investment income per the financial statements   | 54,611,157                        |
| Adjustment from fair value to contract value for interest in collective trust funds relating to fully benefit-responsive investment contracts: |                                   |
| Less prior year adjustment   | (543,924                          |
| Add current year adjustment  | ) 177,233                         |
| Total net investment income per the Form 5500  | \$54,244,466                      |

For the year ended December 31, 2013, the following is a reconciliation of distributions per the financial statements to the Form 5500:

|   | Year Ended<br>December 31<br>2013 |
|---|-----------------------------------|
| Benefits paid   | \$(9,087,392                      |
| Investment and administrative fees                              | ) (400,589                        |
| Total distributions per the financial statements                | ) (9,487,981                      |
| Add prior year amounts allocated to withdrawing participants    | 3,361                             |
| Less current year amounts allocated to withdrawing participants | ) (1,000                          |
| Add prior year deemed loan balance                              | 153,549                           |
| Less current year deemed loan balance                           | ) (244,834                        |
| Total distributions per the Form 5500                           | ) \$(9,576,905                    |



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Supplemental Schedule

The Retirement and Savings Plan for Amgen Manufacturing, Limited

EIN: 98-0210484 Plan: #001

December 31, 2013

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

| Identity of Issue                                       | Description of Investment                | Current Value |
|---|--|---------------|
| Amgen stock*  | Employer Securities<br>473,641 shares    | \$54,032,973  |
| Capital Preservation Asset Class:                       |  |               |
| Wells Fargo Stable Return Fund G*                       | Collective trust fund<br>435,306 units   | \$22,331,310  |
| NT Collective Short Term Investment Fund*               | Collective trust fund<br>1,329,239 units | 1,329,239     |
| Total Capital Preservation Asset Class                  |  | 23,660,549    |
| Emerging Markets Equity Asset Class:                    |  |               |
| JP Morgan Emerging Markets Equity Focus Fund*           | Collective trust fund<br>109,734 units   | 1,894,014     |
| Artisan Emerging Markets Fund                           | Mutual Fund 137,898 shares               | 1,734,759     |
| Blackrock FTSE RAFI Emerging Index Fund - Non Lendable* | Collective trust fund<br>158,446 units   | 1,691,653     |
| NT Collective Emerging Markets Fund - Non Lending*      | Collective trust fund 1,938 units        | 295,909       |
| Total Emerging Markets Equity Asset Class               |  | 5,616,335     |
| Fixed Income Asset Class:                               |  |               |
| PIMCO Total Return Fund                                 | Mutual Fund 600,457 shares               | 6,418,884     |
| JP Morgan Core Bond Fund*                               | Collective trust fund<br>396,159 units   | 6,401,926     |
| NT Collective Aggregate Bond Index Fund - Non Lending*  | Collective trust fund 9,777 units        | 1,212,589     |
| Total Fixed Income Asset Class                          |  | 14,033,399    |
| Fixed Income Index Asset Class:                         |  |               |
| NT Collective Aggregate Bond Index Fund - Non Lending*  | Collective trust fund 25,106 units       | 3,113,934     |
| Total Fixed Income Index Asset Class                    |  | 3,113,934     |
| High Yield Asset Class:                                 |  |               |
| Blackrock High Yield Bond Fund                          | Mutual Fund 286,279 shares               | 2,353,214     |
| Mainstay High Yield Corporate Bond Fund                 | Mutual Fund 381,913 shares               | 2,310,575     |
| NT Collective Short Term Investment Fund*               | Collective trust fund<br>350,387 units   | 350,387       |
| Total High Yield Asset Class                            |  | 5,014,176     |
| Inflation Protection Asset Class:                       |  |               |
|   |  | 1,774,200     |

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|   |                                     |            |
|---|-------------------------------------|------------|
| NT Collective Treasury Inflation-Protected Securities Index Fund - Non Lending* | Collective trust fund 13,818 units  |            |
| Total Inflation Protection Asset Class  |                                     | 1,774,200  |
| International Growth Asset Class:   |                                     |            |
| Artisan International Fund*   | Collective trust fund 246,920 units | 5,128,530  |
| MFS Institutional International Equity Fund                                     | Mutual Fund 219,940 shares          | 4,933,253  |
| NT Collective EAFE Index Fund - Non Lending*                                    | Collective trust fund 2,304 units   | 622,716    |
| Thai baht   | Cash and cash equivalents 411 units | 411        |
| Brazilian real  | Cash and cash equivalents 115 units | 115        |
| Total International Growth Asset Class  |                                     | 10,685,025 |
| International Index Asset Class:  |                                     |            |
| NT Collective All Country World Index (ACWI) Ex-US Fund - Non Lending*          | Collective trust fund 10,625 units  | 1,391,893  |
| Total International Index Asset Class   |                                     | 1,391,893  |
| International Value Asset Class:  |                                     |            |
| Dodge & Cox International Fund  | Mutual Fund 315,546 shares          | 13,581,116 |

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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue   | Description of Investment                | Current Value |
|---|--|---------------|
| NT Collective EAFE Index Fund - Non Lending*                | Collective trust fund 3,347 units        | 904,908       |
| Total International Value Asset Class                       |  | 14,486,024    |
| Large Cap Growth Asset Class:                               |  |               |
| NT Collective Russell 1000 Growth Index Fund - Non Lending* | Collective trust fund 7,147 units        | 1,769,681     |
| Google Inc. Class A   | Common and preferred stock 1,085 shares  | 1,215,969     |
| Visa Inc. Class A   | Common and preferred stock 4,770 shares  | 1,062,182     |
| Amazon.com Inc.   | Common and preferred stock 2,200 shares  | 877,337       |
| Facebook Inc.   | Common and preferred stock 12,360 shares | 675,597       |
| priceline.com Inc.  | Common and preferred stock 578 shares    | 671,867       |
| Salesforce.com Inc.   | Common and preferred stock 11,310 shares | 624,199       |
| NT Collective Short Term Investment Fund*                   | Collective trust fund 478,577 units      | 478,577       |
| Las Vegas Sands Corporation                                 | Common and preferred stock 6,030 shares  | 475,587       |
| Baidu, Inc.   | Common and preferred stock 2,580 shares  | 458,930       |
| Biogen Idec Inc.  | Common and preferred stock 1,535 shares  | 429,417       |
| Linkedin Corporation Class A                                | Common and preferred stock 1,660 shares  | 359,938       |
| Chipotle Mexican Grill Inc.                                 | Common and preferred stock 645 shares    | 343,643       |
| Regeneron Pharmaceuticals, Inc.                             | Common and preferred stock 1,245 shares  | 342,674       |
| Apple Inc.  | Common and preferred stock 580 shares    | 325,444       |
| ASML Holding N. V.  | Common and preferred stock 3,375 shares  | 316,238       |
| National Oilwell Varco, Inc.                                | Common and preferred stock 3,790 shares  | 301,419       |
| Schlumberger Limited  | Common and preferred stock 3,325 shares  | 299,616       |
| Walt Disney Company   | Common and preferred stock 3,921 shares  | 299,564       |
| ARM Holdings PLC  | Common and preferred stock 5,325 shares  | 291,491       |
| Mastercard, Inc. Class A                                    | Common and preferred stock 340 shares    | 284,056       |

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|   |  |         |
|---|--|---------|
| Nike Inc. Class B                           | Common and preferred stock<br>3,600 shares | 283,104 |
| Gilead Sciences Inc.                        | Common and preferred stock<br>3,590 shares | 269,789 |
| Alexion Pharmaceuticals Inc.                | Common and preferred stock<br>2,025 shares | 269,447 |
| Splunk Inc.                                 | Common and preferred stock<br>3,900 shares | 267,813 |
| Starbucks Corporation                       | Common and preferred stock<br>3,413 shares | 267,545 |
| International Business Machines Corporation | Common and preferred stock<br>1,412 shares | 264,849 |
| Microsoft Corporation                       | Common and preferred stock<br>7,070 shares | 264,630 |
| Intuitive Surgical, Inc.                    | Common and preferred stock<br>655 shares   | 251,572 |
| Monsanto Company                            | Common and preferred stock<br>2,025 shares | 236,014 |
| Southwestern Energy                         | Common and preferred stock<br>6,000 shares | 235,980 |
| Biomarin Pharmaceutical Inc.                | Common and preferred stock<br>3,240 shares | 227,675 |
| Costco Wholesale Corporation                | Common and preferred stock<br>1,870 shares | 222,549 |
| Honeywell International Inc.                | Common and preferred stock<br>2,400 shares | 219,288 |
| Cerner Corporation                          | Common and preferred stock<br>3,875 shares | 215,993 |
| The Charles Schwab Corporation              | Common and preferred stock<br>8,025 shares | 208,650 |
| Coca-Cola Company                           | Common and preferred stock<br>4,949 shares | 204,443 |
| Yahoo! Inc.                                 | Common and preferred stock<br>5,040 shares | 203,818 |
| Ulta Salon Cosmetics & Fragrance Inc.       | Common and preferred stock<br>2,050 shares | 197,866 |
| FMC Technologies Inc.                       | Common and preferred stock<br>3,775 shares | 197,093 |
| Liberty Global PLC                          | Common and preferred stock<br>2,170 shares | 193,108 |
| Oracle Corporation                          | Common and preferred stock<br>4,840 shares | 185,178 |
| Precision Castparts Corporation             | Common and preferred stock<br>680 shares   | 183,124 |
| Morgan Stanley                              | Common and preferred stock<br>5,760 shares | 180,634 |
| Expedia Inc.                                | Common and preferred stock<br>2,590 shares | 180,419 |
| Philip Morris International Inc.            | Common and preferred stock<br>2,030 shares | 176,874 |
| Qualcomm Inc.                               |  | 173,968 |

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|                                     |  |         |
|-------------------------------------|--|---------|
|                                     | Common and preferred stock<br>2,343 shares |         |
| Sherwin-Williams Company            | Common and preferred stock<br>930 shares   | 170,655 |
| EOG Resources Inc.                  | Common and preferred stock<br>950 shares   | 159,448 |
| Eaton Corporation PLC               | Common and preferred stock<br>2,080 shares | 158,330 |
| IntercontinentalExchange Group Inc. | Common and preferred stock<br>690 shares   | 155,195 |
| B/E Aerospace Inc.                  | Common and preferred stock<br>1,760 shares | 153,173 |
| Discover Financial Services         | Common and preferred stock<br>2,720 shares | 152,184 |

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## Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                     | Description of Investment                   | Current Value |
|---------------------------------------|---|---------------|
| Monster Beverage Corporation          | Common and preferred stock<br>2,150 shares  | 145,706       |
| Affiliated Managers Group Inc.        | Common and preferred stock<br>670 shares    | 145,310       |
| Sirius XM Holdings Inc.               | Common and preferred stock<br>39,910 shares | 139,286       |
| Actavis PLC                           | Common and preferred stock<br>820 shares    | 137,760       |
| Allergan Inc.                         | Common and preferred stock<br>1,240 shares  | 137,739       |
| Catamaran Corporation                 | Common and preferred stock<br>2,880 shares  | 136,742       |
| Anadarko Petroleum Corporation        | Common and preferred stock<br>1,720 shares  | 136,431       |
| Estee Lauder Companies Inc. Class A   | Common and preferred stock<br>1,710 shares  | 128,797       |
| United Parcel Service Inc. Class B    | Common and preferred stock<br>1,200 shares  | 126,096       |
| CVS Caremark Corporation              | Common and preferred stock<br>1,750 shares  | 125,248       |
| JP Morgan Chase & Company*            | Common and preferred stock<br>2,110 shares  | 123,393       |
| Northern Trust Corporation*           | Common and preferred stock<br>1,960 shares  | 121,304       |
| Athenahealth Inc.                     | Common and preferred stock<br>900 shares    | 121,050       |
| The Goldman Sachs Group Inc.          | Common and preferred stock<br>680 shares    | 120,537       |
| Discovery Communications Inc.         | Common and preferred stock<br>1,320 shares  | 119,354       |
| Accenture PLC                         | Common and preferred stock<br>1,440 shares  | 118,397       |
| Fortune Brands Home & Securities Inc. | Common and preferred stock<br>2,570 shares  | 117,449       |
| Express Scripts Holding Company       | Common and preferred stock<br>1,660 shares  | 116,598       |
| Celgene Corporation                   | Common and preferred stock<br>690 shares    | 116,582       |
| Ralph Lauren Corporation Class A      | Common and preferred stock<br>660 shares    | 116,536       |
| Halliburton Company                   | Common and preferred stock<br>2,270 shares  | 115,203       |
| Yandex NV Class A                     | Common and preferred stock<br>2,520 shares  | 108,738       |
| American Tower Corporation            | Common and preferred stock<br>1,360 shares  | 108,555       |
| Wells Fargo & Company*                |   | 107,144       |

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|   |  |         |
|---|--|---------|
|   | Common and preferred stock<br>2,360 shares |         |
| Under Armor Inc. Class A                  | Common and preferred stock<br>1,220 shares | 106,506 |
| Nordstrom, Inc.                           | Common and preferred stock<br>1,710 shares | 105,678 |
| Johnson & Johnson                         | Common and preferred stock<br>1,150 shares | 105,329 |
| Kansas City Southern                      | Common and preferred stock<br>850 shares   | 105,256 |
| ServiceNow Inc.                           | Common and preferred stock<br>1,850 shares | 103,619 |
| Abbott Laboratories                       | Common and preferred stock<br>2,596 shares | 99,505  |
| Mondelez International Inc.               | Common and preferred stock<br>2,790 shares | 98,487  |
| Omnicom Group Inc.                        | Common and preferred stock<br>1,321 shares | 98,243  |
| Stryker Corporation                       | Common and preferred stock<br>1,300 shares | 97,682  |
| FleetCor Technologies Inc.                | Common and preferred stock<br>830 shares   | 97,251  |
| Red Hat Inc.                              | Common and preferred stock<br>1,710 shares | 95,828  |
| The Gap Inc.                              | Common and preferred stock<br>2,440 shares | 95,355  |
| Jarden Corporation                        | Common and preferred stock<br>1,530 shares | 93,866  |
| eBay Inc.                                 | Common and preferred stock<br>1,710 shares | 93,862  |
| T Rowe Price Group Inc.                   | Common and preferred stock<br>1,108 shares | 92,817  |
| Medtronic Inc.                            | Common and preferred stock<br>1,600 shares | 91,824  |
| Equinix Inc.                              | Common and preferred stock<br>510 shares   | 90,500  |
| Parker-Hannifin Corporation               | Common and preferred stock<br>660 shares   | 84,902  |
| Verisk Analytics Inc. Class A             | Common and preferred stock<br>1,290 shares | 84,779  |
| Intuit Inc.                               | Common and preferred stock<br>1,110 shares | 84,715  |
| Bed Bath & Beyond Inc.                    | Common and preferred stock<br>1,049 shares | 84,235  |
| Scripps Networks Interactive Inc. Class A | Common and preferred stock<br>970 shares   | 83,818  |
| VeriSign Inc.                             | Common and preferred stock<br>1,380 shares | 82,496  |
| Starwood Hotels & Resorts Worldwide Inc.  | Common and preferred stock<br>1,030 shares | 81,834  |
| Chicago Bridge & Iron Company             |  | 78,152  |

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|                                 |  |        |
|---------------------------------|--|--------|
|                                 | Common and preferred stock<br>940 shares   |        |
| TJX Companies Inc.              | Common and preferred stock<br>1,210 shares | 77,113 |
| Rockwell Automation Inc.        | Common and preferred stock<br>650 shares   | 76,804 |
| Intel Corporation               | Common and preferred stock<br>2,950 shares | 76,582 |
| F5 Networks Inc.                | Common and preferred stock<br>840 shares   | 76,322 |
| EMC Corporation                 | Common and preferred stock<br>3,020 shares | 75,953 |
| Paccar Inc.                     | Common and preferred stock<br>1,260 shares | 74,554 |
| Marsh & McLennan Companies Inc. | Common and preferred stock<br>1,530 shares | 73,991 |
| Becton, Dickinson and Company   | Common and preferred stock<br>650 shares   | 71,819 |



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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                | Description of Investment                  | Current Value |
|----------------------------------|--|---------------|
| Church & Dwight Inc.             | Common and preferred stock<br>1,080 shares | 71,582        |
| Yelp Inc. Class A                | Common and preferred stock<br>1,030 shares | 71,019        |
| Cardinal Health Inc.             | Common and preferred stock<br>1,040 shares | 69,482        |
| VMware Inc.                      | Common and preferred stock<br>740 shares   | 66,385        |
| Occidental Petroleum Corporation | Common and preferred stock<br>690 shares   | 65,619        |
| Ingersoll-Rand PLC               | Common and preferred stock<br>1,050 shares | 64,680        |
| Adobe Systems Inc.               | Common and preferred stock<br>1,060 shares | 63,473        |
| Joy Global Inc.                  | Common and preferred stock<br>1,070 shares | 62,584        |
| Covidien PLC                     | Common and preferred stock<br>910 shares   | 61,971        |
| PulteGroup Inc.                  | Common and preferred stock<br>2,980 shares | 60,703        |
| Alaska Air Group Inc.            | Common and preferred stock<br>820 shares   | 60,163        |
| Mattel Inc.                      | Common and preferred stock<br>1,260 shares | 59,951        |
| SM Energy Company                | Common and preferred stock<br>720 shares   | 59,839        |
| Chevron Corporation              | Common and preferred stock<br>470 shares   | 58,708        |
| Harley-Davidson Motor Company    | Common and preferred stock<br>840 shares   | 58,162        |
| Coach Inc.                       | Common and preferred stock<br>1,020 shares | 57,253        |
| Petsmart Inc.                    | Common and preferred stock<br>780 shares   | 56,745        |
| Agilent Technologies Inc.        | Common and preferred stock<br>990 shares   | 56,618        |
| CF Industries Holdings, Inc.     | Common and preferred stock<br>230 shares   | 53,599        |
| L Brands Inc.                    | Common and preferred stock<br>829 shares   | 51,274        |
| Citrix Systems, Inc.             | Common and preferred stock<br>780 shares   | 49,335        |
| Teradata Corporation             | Common and preferred stock<br>1,060 shares | 48,219        |
| Ecolab, Inc.                     | Common and preferred stock<br>460 shares   | 47,964        |

Total Large Cap Growth Asset Class

25,938,794

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Large Cap Index Asset Class:

|   |                                   |            |
|---|-----------------------------------|------------|
| NT Collective S&P 500 Index Fund – Non Lending* | Collective trust fund 9,288 units | 54,109,878 |
| Total Large Cap Index Asset Class               |                                   | 54,109,878 |

Large Cap Value Asset Class:

|  |  |         |
|--|--|---------|
| NT Collective Russell 1000 Value Index Fund - Non Lending* | Collective trust fund 2,355 units        | 583,305 |
| Wells Fargo & Company*                                     | Common and preferred stock 6,253 shares  | 283,885 |
| Comcast Corporation Class A                                | Common and preferred stock 4,697 shares  | 244,079 |
| Merck & Company Inc.                                       | Common and preferred stock 4,647 shares  | 232,581 |
| Microsoft Corporation                                      | Common and preferred stock 6,116 shares  | 228,922 |
| General Electric Company                                   | Common and preferred stock 7,829 shares  | 219,447 |
| NT Collective Short Term Investment Fund*                  | Collective trust fund 215,064 units      | 215,064 |
| Pfizer Inc.  | Common and preferred stock 6,858 shares  | 210,061 |
| Sanofi-Aventis   | Common and preferred stock 3,804 shares  | 204,009 |
| Schlumberger Limited                                       | Common and preferred stock 2,191 shares  | 197,432 |
| Chevron Corporation  | Common and preferred stock 1,551 shares  | 193,735 |
| Capital One Financial Corporation                          | Common and preferred stock 2,500 shares  | 191,525 |
| Hewlett-Packard Company                                    | Common and preferred stock 6,400 shares  | 179,072 |
| Bank of America Corporation*                               | Common and preferred stock 11,013 shares | 171,472 |
| JP Morgan Chase & Company*                                 | Common and preferred stock 2,745 shares  | 160,528 |
| Time Warner Inc.   | Common and preferred stock 2,000 shares  | 139,440 |
| MetLife Inc.   | Common and preferred stock 2,473 shares  | 133,344 |
| Novartis AG  | Common and preferred stock 1,600 shares  | 128,608 |
| The Charles Schwab Corporation                             | Common and preferred stock 4,700 shares  | 122,200 |
| Glaxosmithkline PLC  | Common and preferred stock 2,200 shares  | 117,458 |
| UnitedHealth Group Inc.                                    | Common and preferred stock 1,550 shares  | 116,715 |
| Liberty Interactive Corporation                            | Common and preferred stock 3,903 shares  | 114,553 |

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|                              |  |         |
|------------------------------|--|---------|
| Time Warner Cable Inc.       | Common and preferred stock<br>800 shares   | 108,400 |
| FedEx Corporation            | Common and preferred stock<br>750 shares   | 107,828 |
| The Goldman Sachs Group Inc. | Common and preferred stock<br>600 shares   | 106,356 |
| Roche Holdings Limited       | Common and preferred stock<br>1,500 shares | 105,300 |
| Forest Laboratories Inc.     | Common and preferred stock<br>1,753 shares | 105,233 |

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## Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                     | Description of Investment                  | Current Value |
|---------------------------------------|--|---------------|
| Bank of New York Mellon Corporation   | Common and preferred stock<br>3,000 shares | 104,820       |
| Vodafone Group PLC                    | Common and preferred stock<br>2,445 shares | 96,113        |
| Symantec Corporation                  | Common and preferred stock<br>4,000 shares | 94,320        |
| State Street Corporation              | Common and preferred stock<br>1,201 shares | 88,141        |
| Exxon Mobil Corporation               | Common and preferred stock<br>870 shares   | 88,044        |
| Twenty-First Century Fox Inc. Class A | Common and preferred stock<br>2,500 shares | 87,950        |
| Ameriprise Financial Inc.             | Common and preferred stock<br>750 shares   | 86,288        |
| Vulcan Materials Company              | Common and preferred stock<br>1,318 shares | 78,316        |
| Illinois Tool Works Inc.              | Common and preferred stock<br>902 shares   | 75,840        |
| Unum Group                            | Common and preferred stock<br>2,105 shares | 73,843        |
| Northrop Grumman Corporation          | Common and preferred stock<br>638 shares   | 73,121        |
| Motorola Solutions Inc.               | Common and preferred stock<br>1,082 shares | 73,035        |
| Citigroup, Inc.                       | Common and preferred stock<br>1,401 shares | 73,006        |
| EMC Corporation                       | Common and preferred stock<br>2,816 shares | 70,822        |
| Wal-Mart Stores Inc.                  | Common and preferred stock<br>900 shares   | 70,821        |
| Omnicom Group Inc.                    | Common and preferred stock<br>927 shares   | 68,941        |
| PNC Financial Services Group          | Common and preferred stock<br>888 shares   | 68,891        |
| Sealed Air Corporation                | Common and preferred stock<br>2,001 shares | 68,134        |
| Eaton Corporation PLC                 | Common and preferred stock<br>891 shares   | 67,823        |
| Discover Financial Services           | Common and preferred stock<br>1,210 shares | 67,700        |
| Norfolk Southern Corporation          | Common and preferred stock<br>729 shares   | 67,673        |
| Marathon Oil Corporation              | Common and preferred stock<br>1,916 shares | 67,635        |
| Lowes Companies Inc.                  | Common and preferred stock<br>1,361 shares | 67,438        |
| Eli Lilly & Company                   |  | 67,014        |

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|                                    |  |        |
|------------------------------------|--|--------|
|                                    | Common and preferred stock<br>1,314 shares |        |
| Baker Hughes Inc.                  | Common and preferred stock<br>1,200 shares | 66,312 |
| TE Connectivity Limited            | Common and preferred stock<br>1,200 shares | 66,132 |
| American International Group Inc.  | Common and preferred stock<br>1,293 shares | 66,008 |
| E. I. du Pont de Nemours & Company | Common and preferred stock<br>1,013 shares | 65,815 |
| Hess Corporation LLC               | Common and preferred stock<br>786 shares   | 65,238 |
| Noble Energy Inc.                  | Common and preferred stock<br>956 shares   | 65,113 |
| Weyerhaeuser Company               | Common and preferred stock<br>2,038 shares | 64,340 |
| Viacom Inc. Class B                | Common and preferred stock<br>736 shares   | 64,282 |
| Philip Morris International Inc.   | Common and preferred stock<br>736 shares   | 64,128 |
| Covidien PLC                       | Common and preferred stock<br>941 shares   | 64,082 |
| General Motors Company             | Common and preferred stock<br>1,567 shares | 64,043 |
| Texas Instruments Inc.             | Common and preferred stock<br>1,446 shares | 63,494 |
| AOL Inc.                           | Common and preferred stock<br>1,331 shares | 62,051 |
| CVS Caremark Corporation           | Common and preferred stock<br>864 shares   | 61,836 |
| Travelers Companies Inc.           | Common and preferred stock<br>673 shares   | 60,933 |
| Apache Corporation                 | Common and preferred stock<br>700 shares   | 60,158 |
| Mondelez International Inc.        | Common and preferred stock<br>1,697 shares | 59,904 |
| Family Dollar Stores Inc.          | Common and preferred stock<br>914 shares   | 59,383 |
| Verizon Communications Inc.        | Common and preferred stock<br>1,185 shares | 58,231 |
| NetApp Inc.                        | Common and preferred stock<br>1,400 shares | 57,596 |
| NextEra Energy Inc.                | Common and preferred stock<br>661 shares   | 56,595 |
| Bristol-Myers Squibb Company       | Common and preferred stock<br>1,056 shares | 56,126 |
| Google Inc. Class A                | Common and preferred stock<br>50 shares    | 56,036 |
| Honeywell International Inc.       | Common and preferred stock<br>607 shares   | 55,462 |
| eBay Inc.                          |  | 54,890 |

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|                           |  |        |
|---------------------------|--|--------|
|                           | Common and preferred stock<br>1,000 shares |        |
| Fifth Third Bancorp       | Common and preferred stock<br>2,547 shares | 53,563 |
| Apple Inc.                | Common and preferred stock<br>95 shares    | 53,305 |
| PepsiCo Inc.              | Common and preferred stock<br>641 shares   | 53,165 |
| Valero Energy Corporation | Common and preferred stock<br>1,020 shares | 51,408 |
| Legg Mason Inc.           | Common and preferred stock<br>1,175 shares | 51,089 |
| Cisco Systems Inc.        | Common and preferred stock<br>2,266 shares | 50,872 |
| Corning Inc.              | Common and preferred stock<br>2,800 shares | 49,896 |
| HCA Holdings, Inc.        | Common and preferred stock<br>978 shares   | 46,660 |

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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                | Description of Investment                  | Current Value |
|----------------------------------|--|---------------|
| Dish Network Corporation Class A | Common and preferred stock<br>800 shares   | 46,336        |
| US Bancorp                       | Common and preferred stock<br>1,101 shares | 44,480        |
| Celanese Corporation             | Common and preferred stock<br>800 shares   | 44,248        |
| Calpine Corporation              | Common and preferred stock<br>2,235 shares | 43,605        |
| Deere & Company                  | Common and preferred stock<br>466 shares   | 42,560        |
| Liberty Global PLC               | Common and preferred stock<br>476 shares   | 42,359        |
| Tyco International Limited       | Common and preferred stock<br>1,000 shares | 41,040        |
| DIRECTV                          | Common and preferred stock<br>589 shares   | 40,694        |
| Terex Corporation                | Common and preferred stock<br>969 shares   | 40,688        |
| Synopsys Inc.                    | Common and preferred stock<br>1,000 shares | 40,570        |
| Nokia Corporation                | Common and preferred stock<br>5,000 shares | 40,550        |
| The ADT Corporation              | Common and preferred stock<br>1,000 shares | 40,470        |
| The Dow Chemical Company         | Common and preferred stock<br>900 shares   | 39,960        |
| Coach Inc.                       | Common and preferred stock<br>700 shares   | 39,291        |
| BB&T Corporation                 | Common and preferred stock<br>1,000 shares | 37,320        |
| Koninklijke Philips NV           | Common and preferred stock<br>1,000 shares | 36,970        |
| Adobe Systems Inc.               | Common and preferred stock<br>600 shares   | 35,928        |
| Consol Energy Inc.               | Common and preferred stock<br>944 shares   | 35,910        |
| Sprint Corporation               | Common and preferred stock<br>3,324 shares | 35,733        |
| Dover Corporation                | Common and preferred stock<br>368 shares   | 35,527        |
| McGraw Hill Financial Inc.       | Common and preferred stock<br>450 shares   | 35,190        |
| Computer Sciences Corporation    | Common and preferred stock<br>600 shares   | 33,528        |
| Firstenergy Corporation          | Common and preferred stock<br>1,012 shares | 33,376        |
| Sun Trust Banks Inc.             |  | 33,129        |

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|   |  |            |
|---|--|------------|
|   | Common and preferred stock<br>900 shares   |            |
| Xerox Corporation   | Common and preferred stock<br>2,600 shares | 31,642     |
| Boston Scientific Corporation                                       | Common and preferred stock<br>2,600 shares | 31,252     |
| Weatherford International Limited                                   | Common and preferred stock<br>2,000 shares | 30,980     |
| Procter & Gamble Company  | Common and preferred stock<br>369 shares   | 30,040     |
| Unilever PLC  | Common and preferred stock<br>700 shares   | 28,840     |
| Medtronic Inc.  | Common and preferred stock<br>500 shares   | 28,695     |
| Aegon N.V.  | Common and preferred stock<br>3,000 shares | 28,440     |
| AutoNation Inc.   | Common and preferred stock<br>569 shares   | 28,274     |
| Express Scripts Holding Company                                     | Common and preferred stock<br>400 shares   | 28,096     |
| HSBC Holdings PLC   | Common and preferred stock<br>500 shares   | 27,565     |
| Cigna Corporation   | Common and preferred stock<br>300 shares   | 26,244     |
| Oracle Corporation  | Common and preferred stock<br>679 shares   | 25,979     |
| CarMax Inc.   | Common and preferred stock<br>500 shares   | 23,510     |
| Panasonic Corporation   | Common and preferred stock<br>2,000 shares | 23,320     |
| Maxim Integrated Products Inc.                                      | Common and preferred stock<br>700 shares   | 19,537     |
| Cadence Design Systems, Inc.  | Common and preferred stock<br>1,000 shares | 14,020     |
| News Corporation Class A  | Common and preferred stock<br>700 shares   | 12,614     |
| Domtar Corporation  | Common and preferred stock<br>100 shares   | 9,434      |
| Total Large Cap Value Asset Class                                   |  | 10,102,371 |
| Participant Self-Directed Accounts                                  |  | 1,093,029  |
| Real Estate Investment Trust (REIT) Asset Class:                    |  |            |
| Vanguard Specialized Portfolios REIT Index Fund Institutional Class | Mutual Fund 358,227 shares                 | 5,079,653  |
| NT Collective Short Term Investment Fund*                           | Collective trust fund 260,633 units        | 260,633    |
| Total Real Estate Investment Trust (REIT) Asset Class               |  | 5,340,286  |
| Small-Mid Cap Growth Asset Class:                                   |  |            |
| Wasatch Small Cap Growth Fund                                       | Mutual Fund 31,693 shares                  | 1,662,930  |



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|  |  |         |
|--|--|---------|
| NT Collective Russell 2000 Growth Index Fund -<br>Non Lending* | Collective trust fund 1,152<br>units     | 278,605 |
| B/E Aerospace Inc.   | Common and preferred stock<br>584 shares | 50,825  |
| Manhattan Associates, Inc.                                     | Common and preferred stock<br>321 shares | 37,710  |
| Ultimate Software Group Inc.                                   | Common and preferred stock<br>242 shares | 37,078  |

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## Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                 | Description of Investment                  | Current Value |
|-----------------------------------|--|---------------|
| Costar Group Inc.                 | Common and preferred stock<br>200 shares   | 36,915        |
| Signature Bank of New York        | Common and preferred stock<br>334 shares   | 35,877        |
| Affiliated Managers Group Inc.    | Common and preferred stock<br>165 shares   | 35,784        |
| MWI Veterinary Supply, Inc.       | Common and preferred stock<br>200 shares   | 34,117        |
| Polaris Industries Inc.           | Common and preferred stock<br>234 shares   | 34,080        |
| Cooper Companies Inc.             | Common and preferred stock<br>263 shares   | 32,570        |
| Jack Henry & Associates Inc.      | Common and preferred stock<br>517 shares   | 30,612        |
| United Rentals, Inc.              | Common and preferred stock<br>392 shares   | 30,556        |
| West Pharmaceutical Services Inc. | Common and preferred stock<br>592 shares   | 29,044        |
| Brunswick Corporation             | Common and preferred stock<br>624 shares   | 28,741        |
| Old Dominion Freight Line, Inc.   | Common and preferred stock<br>528 shares   | 27,995        |
| Middleby Corporation              | Common and preferred stock<br>109 shares   | 26,157        |
| Jarden Corporation                | Common and preferred stock<br>403 shares   | 24,724        |
| Cardtronics Inc.                  | Common and preferred stock<br>566 shares   | 24,593        |
| Prestige Brands Holdings Inc.     | Common and preferred stock<br>686 shares   | 24,559        |
| Align Technology Inc.             | Common and preferred stock<br>425 shares   | 24,289        |
| LKQ Corporation                   | Common and preferred stock<br>715 shares   | 23,524        |
| Geospace Technologies Corporation | Common and preferred stock<br>246 shares   | 23,328        |
| Cyberonics Inc.                   | Common and preferred stock<br>348 shares   | 22,797        |
| Lincoln Electric Holdings Inc.    | Common and preferred stock<br>318 shares   | 22,686        |
| PrivateBancorp, Inc.              | Common and preferred stock<br>779 shares   | 22,536        |
| WisdomTree Investments Inc.       | Common and preferred stock<br>1,264 shares | 22,385        |
| Air Methods Corporation           | Common and preferred stock<br>375 shares   | 21,874        |
| Westlake Chemical Corporation     |  | 21,851        |

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|                                       |  |        |
|---------------------------------------|--|--------|
|                                       | Common and preferred stock<br>179 shares |        |
| Fortune Brands Home & Securities Inc. | Common and preferred stock<br>474 shares | 21,662 |
| Covance Inc.                          | Common and preferred stock<br>245 shares | 21,575 |
| GNC Holdings Inc.                     | Common and preferred stock<br>361 shares | 21,100 |
| Oceaneering International, Inc.       | Common and preferred stock<br>264 shares | 20,824 |
| Under Armor Inc. Class A              | Common and preferred stock<br>238 shares | 20,777 |
| Buffalo Wild Wings Inc.               | Common and preferred stock<br>141 shares | 20,755 |
| Euronet Worldwide Inc.                | Common and preferred stock<br>428 shares | 20,480 |
| Manpower Inc.                         | Common and preferred stock<br>238 shares | 20,435 |
| Generac Holdings Inc.                 | Common and preferred stock<br>358 shares | 20,277 |
| FEI Company                           | Common and preferred stock<br>225 shares | 20,106 |
| Hanesbrands Inc.                      | Common and preferred stock<br>286 shares | 20,097 |
| Sonic Corporation                     | Common and preferred stock<br>993 shares | 20,049 |
| OpenTable Inc.                        | Common and preferred stock<br>251 shares | 19,922 |
| Cogent Communications Group Inc.      | Common and preferred stock<br>490 shares | 19,801 |
| Balchem Corporation                   | Common and preferred stock<br>333 shares | 19,547 |
| FMC Corporation                       | Common and preferred stock<br>252 shares | 19,016 |
| Portfolio Recovery Associates Inc.    | Common and preferred stock<br>356 shares | 18,811 |
| A. O. Smith Corporation               | Common and preferred stock<br>347 shares | 18,717 |
| Hexcel Corporation                    | Common and preferred stock<br>411 shares | 18,368 |
| ACI Worldwide Inc.                    | Common and preferred stock<br>281 shares | 18,265 |
| ITT Corporation                       | Common and preferred stock<br>419 shares | 18,193 |
| Transdigm Group Inc.                  | Common and preferred stock<br>112 shares | 18,034 |
| Interval Leisure Group Inc.           | Common and preferred stock<br>582 shares | 17,984 |
| Gartner Inc.                          | Common and preferred stock<br>253 shares | 17,976 |
| Iconix Brand Group Inc.               |  | 17,706 |

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|                                       |  |        |
|---------------------------------------|--|--------|
|                                       | Common and preferred stock<br>446 shares |        |
| TrueBlue Inc.                         | Common and preferred stock<br>654 shares | 16,860 |
| Examworks Group Inc.                  | Common and preferred stock<br>552 shares | 16,488 |
| Core Laboratories N.V.                | Common and preferred stock<br>85 shares  | 16,231 |
| Ulta Salon Cosmetics & Fragrance Inc. | Common and preferred stock<br>167 shares | 16,119 |
| Steven Madden Limited                 | Common and preferred stock<br>437 shares | 15,990 |
| The WhiteWave Foods Company Class A   | Common and preferred stock<br>690 shares | 15,829 |
| Team Health Holdings, Inc.            | Common and preferred stock<br>347 shares | 15,806 |
| On Assignment Inc.                    | Common and preferred stock<br>450 shares | 15,714 |

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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                         | Description of Investment                | Current Value |
|---|--|---------------|
| Employers Holdings Inc.                   | Common and preferred stock<br>489 shares | 15,477        |
| The Hain Celestial Group Inc.             | Common and preferred stock<br>170 shares | 15,433        |
| Synchronoss Technologies Inc.             | Common and preferred stock<br>481 shares | 14,945        |
| Encore Capial Group Inc.                  | Common and preferred stock<br>295 shares | 14,827        |
| Oasis Petroleum Inc.                      | Common and preferred stock<br>306 shares | 14,373        |
| Boulder Brands, Inc.                      | Common and preferred stock<br>892 shares | 14,147        |
| TriMas Corporation                        | Common and preferred stock<br>354 shares | 14,121        |
| Pros Holdings Inc.                        | Common and preferred stock<br>352 shares | 14,045        |
| ServiceNow Inc.                           | Common and preferred stock<br>250 shares | 14,003        |
| Marketaxess Holdings, Inc.                | Common and preferred stock<br>205 shares | 13,708        |
| WebMD Health Corporation                  | Common and preferred stock<br>347 shares | 13,707        |
| VCA Antech Inc.                           | Common and preferred stock<br>436 shares | 13,673        |
| Wex Inc.                                  | Common and preferred stock<br>135 shares | 13,369        |
| IPC The Hospitalist Company, Inc.         | Common and preferred stock<br>212 shares | 12,591        |
| Penske Automotive Group Inc.              | Common and preferred stock<br>260 shares | 12,262        |
| Red Robin Gourmet Burgers Inc.            | Common and preferred stock<br>166 shares | 12,208        |
| Tenneco Inc.                              | Common and preferred stock<br>215 shares | 12,163        |
| HFF Inc.                                  | Common and preferred stock<br>448 shares | 12,029        |
| Kate Spade & Company                      | Common and preferred stock<br>368 shares | 11,802        |
| Toro Company                              | Common and preferred stock<br>173 shares | 11,003        |
| Dril-Quip Inc.                            | Common and preferred stock<br>95 shares  | 10,443        |
| Petsmart Inc.                             | Common and preferred stock<br>140 shares | 10,185        |
| NT Collective Short Term Investment Fund* | Collective trust fund 10,054<br>units    | 10,054        |
| Gulfport Energy Corporation               |  | 10,041        |

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|   |   |            |            |
|---|---|------------|------------|
|   | Common and preferred stock<br>159 shares    |            |            |
| Trulia Inc.   | Common and preferred stock<br>284 shares    | 10,017     |            |
| The Advisory Board Company  | Common and preferred stock<br>150 shares    | 9,551      |            |
| Commvault Systems Inc.  | Common and preferred stock<br>115 shares    | 8,611      |            |
| Asbury Automotive Group Inc.                                      | Common and preferred stock<br>153 shares    | 8,222      |            |
| Synaptics Inc.  | Common and preferred stock<br>156 shares    | 8,082      |            |
| Salix Pharmaceuticals Limited                                     | Common and preferred stock<br>82 shares     | 7,375      |            |
| Medivation Inc.   | Common and preferred stock<br>111 shares    | 7,084      |            |
| iShares Russell Mid-Cap Growth ETF                                | Mutual Fund 43 shares                       | 3,628      |            |
| Total Small-Mid Cap Growth Asset Class                            |   |            | 3,721,435  |
| Total Small-Mid Cap Index Asset Class:                            |   |            |            |
| NT Collective Extended Equity Market Index Fund -<br>Non Lending* | Collective trust fund 120,200<br>units      | 16,157,311 |            |
| Total Small-Mid Cap Index Asset Class                             |   |            | 16,157,311 |
| Small-Mid Cap Value Asset Class:                                  |   |            |            |
| NT Collective Short Term Investment Fund*                         | Collective trust fund 984,119<br>units      | 984,119    |            |
| NT Collective Russell 2000 Value Index Fund - Non<br>Lending*     | Collective trust fund 4,241<br>units        | 959,608    |            |
| Willis Group Holdings   | Common and preferred stock<br>9,485 shares  | 425,022    |            |
| Microsemi Corporation   | Common and preferred stock<br>13,070 shares | 326,096    |            |
| Elizabeth Arden Inc.  | Common and preferred stock<br>9,035 shares  | 320,290    |            |
| Reinsurance Group of America Inc.                                 | Common and preferred stock<br>3,980 shares  | 308,091    |            |
| Clearwater Paper Corporation                                      | Common and preferred stock<br>5,850 shares  | 307,124    |            |
| Arris Group Inc.  | Common and preferred stock<br>12,400 shares | 302,125    |            |
| Coherent Inc.   | Common and preferred stock<br>3,925 shares  | 291,980    |            |
| Forestar Group Inc.   | Common and preferred stock<br>13,405 shares | 285,123    |            |
| NRG Energy Inc.   | Common and preferred stock<br>9,800 shares  | 281,455    |            |
| Teradyne Inc.   | Common and preferred stock<br>15,840 shares | 279,100    |            |
| Sun Trust Banks Inc.  | Common and preferred stock<br>7,500 shares  | 276,075    |            |

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|                                     |   |         |
|-------------------------------------|---|---------|
| Orkla A/S                           | Common and preferred stock<br>34,410 shares | 271,495 |
| Great Plains Energy Inc.            | Common and preferred stock<br>11,200 shares | 271,488 |
| Cobalt International Energy Inc.    | Common and preferred stock<br>16,000 shares | 263,200 |
| International Rectifier Corporation | Common and preferred stock<br>10,050 shares | 262,004 |
| Orbital Sciences Corporation        | Common and preferred stock<br>10,940 shares | 254,902 |

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## Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                       | Description of Investment                   | Current Value |
|---|---|---------------|
| Goodyear Tire & Rubber Company          | Common and preferred stock<br>10,400 shares | 248,040       |
| LSI Corporation                         | Common and preferred stock<br>21,540 shares | 237,371       |
| ON Semiconductor Corporation            | Common and preferred stock<br>28,600 shares | 235,664       |
| Axis Capital Holdings Limited           | Common and preferred stock<br>4,825 shares  | 229,525       |
| CNO Financial Group Inc.                | Common and preferred stock<br>12,680 shares | 224,309       |
| Texas Capital Bancshares Inc.           | Common and preferred stock<br>3,560 shares  | 221,432       |
| Kosmos Energy Limited                   | Common and preferred stock<br>19,600 shares | 219,128       |
| Treehouse Foods Inc.                    | Common and preferred stock<br>3,145 shares  | 216,753       |
| White Mountains Insurance Group Limited | Common and preferred stock<br>357 shares    | 215,300       |
| Public Service Enterprise Group Inc.    | Common and preferred stock<br>6,700 shares  | 214,668       |
| Griffon Corporation                     | Common and preferred stock<br>16,095 shares | 212,615       |
| Valassis Communications Inc.            | Common and preferred stock<br>6,200 shares  | 212,350       |
| Molson Coors Brewing Company Class B    | Common and preferred stock<br>3,700 shares  | 207,755       |
| Regions Financial Corporation           | Common and preferred stock<br>20,900 shares | 206,701       |
| Bruker Corporation                      | Common and preferred stock<br>10,380 shares | 205,213       |
| Kohl's Corporation                      | Common and preferred stock<br>3,600 shares  | 204,300       |
| Con-Way Inc.                            | Common and preferred stock<br>5,100 shares  | 202,521       |
| Humana Inc.                             | Common and preferred stock<br>1,900 shares  | 196,118       |
| PPL Corporation                         | Common and preferred stock<br>6,400 shares  | 192,576       |
| Western Alliance Bancorporation         | Common and preferred stock<br>8,055 shares  | 192,192       |
| BancorpSouth Inc.                       | Common and preferred stock<br>7,150 shares  | 181,753       |
| PHH Corporation                         | Common and preferred stock<br>7,200 shares  | 175,320       |
| Accuray Inc.                            | Common and preferred stock<br>20,070 shares | 174,810       |
| TriMas Corporation                      |   | 169,931       |



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|                                       |   |         |
|---------------------------------------|---|---------|
|                                       | Common and preferred stock<br>4,260 shares  |         |
| Woodward Inc.                         | Common and preferred stock<br>3,640 shares  | 166,020 |
| Unum Group                            | Common and preferred stock<br>4,700 shares  | 164,876 |
| Harman International Industries, Inc. | Common and preferred stock<br>1,990 shares  | 162,882 |
| Central Pacific Financial Corporation | Common and preferred stock<br>8,110 shares  | 162,849 |
| Jazz Pharmaceuticals PLC              | Common and preferred stock<br>1,280 shares  | 161,997 |
| Rent-A-Center Inc.                    | Common and preferred stock<br>4,800 shares  | 160,032 |
| JetBlue Airways Corporation           | Common and preferred stock<br>18,680 shares | 159,714 |
| Euronet Worldwide Inc.                | Common and preferred stock<br>3,285 shares  | 157,187 |
| Approach Resources Inc.               | Common and preferred stock<br>8,140 shares  | 157,021 |
| Bio-Rad Laboratories, Inc. Class A    | Common and preferred stock<br>1,265 shares  | 156,367 |
| Carrizo Oil & Gas Inc.                | Common and preferred stock<br>3,385 shares  | 151,546 |
| Inter Parfums Inc.                    | Common and preferred stock<br>4,175 shares  | 149,507 |
| Scorpio Tankers Inc.                  | Common and preferred stock<br>12,620 shares | 148,790 |
| PH Glatfelter Company                 | Common and preferred stock<br>5,205 shares  | 143,866 |
| McDermott International Inc.          | Common and preferred stock<br>15,400 shares | 141,064 |
| Kennedy-Wilson Holdings Inc.          | Common and preferred stock<br>6,250 shares  | 139,063 |
| Libbey Inc.                           | Common and preferred stock<br>6,530 shares  | 137,130 |
| First Horizon National Corporation    | Common and preferred stock<br>11,659 shares | 135,827 |
| Deltic Timber Corporation             | Common and preferred stock<br>1,940 shares  | 131,804 |
| Interpublic Group Companies Inc.      | Common and preferred stock<br>7,300 shares  | 129,210 |
| PartnerRe Limited                     | Common and preferred stock<br>1,225 shares  | 129,152 |
| Zions Bancorp                         | Common and preferred stock<br>4,300 shares  | 128,828 |
| Geo Group Inc.                        | Common and preferred stock<br>3,990 shares  | 128,558 |
| Bob Evans Farms Inc.                  | Common and preferred stock<br>2,540 shares  | 128,499 |
| Meadowbrook Insurance Group Inc.      |   | 127,855 |

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|   |   |         |
|---|---|---------|
|   | Common and preferred stock<br>18,370 shares |         |
| Ingram Micro Inc. Class A                       | Common and preferred stock<br>5,400 shares  | 126,684 |
| MKS Instruments                                 | Common and preferred stock<br>4,225 shares  | 126,497 |
| American Equity Investment Life Holding Company | Common and preferred stock<br>4,770 shares  | 125,833 |
| Albany International Corporation Class A        | Common and preferred stock<br>3,460 shares  | 124,318 |
| Wesco International Inc.                        | Common and preferred stock<br>1,365 shares  | 124,311 |
| Great Lakes Dredge & Dock Corporation           | Common and preferred stock<br>13,190 shares | 121,348 |
| MDC Partners Inc. Class A                       | Common and preferred stock<br>4,735 shares  | 120,790 |
| LSB Industries Inc.                             | Common and preferred stock<br>2,930 shares  | 120,189 |

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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                                  | Description of Investment                   | Current Value |
|--|---|---------------|
| Inverness Medical Innovations Inc.                 | Common and preferred stock<br>3,230 shares  | 116,926       |
| WSFS Financial Corporation                         | Common and preferred stock<br>1,500 shares  | 116,295       |
| Ultratech Inc.                                     | Common and preferred stock<br>3,960 shares  | 114,840       |
| Avnet Inc.   | Common and preferred stock<br>2,600 shares  | 114,686       |
| Stanley Black & Decker Inc.                        | Common and preferred stock<br>1,400 shares  | 112,966       |
| CDW Corporation                                    | Common and preferred stock<br>4,800 shares  | 112,128       |
| Titan Machinery Inc.                               | Common and preferred stock<br>6,130 shares  | 109,237       |
| Schawk, Inc. Class A                               | Common and preferred stock<br>7,215 shares  | 107,287       |
| Lear Corporation                                   | Common and preferred stock<br>1,300 shares  | 105,261       |
| Maiden Holdings Limited                            | Common and preferred stock<br>9,630 shares  | 105,256       |
| Quest Diagnostics Inc.                             | Common and preferred stock<br>1,900 shares  | 101,726       |
| FBR & Co. formerly FBR Capital Markets Corporation | Common and preferred stock<br>3,730 shares  | 98,397        |
| Ocwen Financial Corporation                        | Common and preferred stock<br>1,760 shares  | 97,592        |
| Saba Software, Inc.                                | Common and preferred stock<br>7,950 shares  | 97,388        |
| Nuverra Environmental Solutions Inc.               | Common and preferred stock<br>5,689 shares  | 95,518        |
| Chiquita Brands International Inc.                 | Common and preferred stock<br>8,050 shares  | 94,185        |
| Nelnet Inc. Class A                                | Common and preferred stock<br>2,230 shares  | 93,972        |
| Keycorp  | Common and preferred stock<br>6,900 shares  | 92,598        |
| Computer Task Group Inc.                           | Common and preferred stock<br>4,880 shares  | 92,232        |
| Employers Holdings Inc.                            | Common and preferred stock<br>2,860 shares  | 90,519        |
| Ciber Inc.   | Common and preferred stock<br>21,750 shares | 90,045        |
| Louisiana-Pacific Corporation                      | Common and preferred stock<br>4,845 shares  | 89,681        |
| K12 Inc.   | Common and preferred stock<br>4,110 shares  | 89,393        |
| Exar Corporation                                   |   | 89,015        |

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|   |   |        |
|---|---|--------|
|   | Common and preferred stock<br>7,550 shares  |        |
| Astronics Corporation                     | Common and preferred stock<br>1,740 shares  | 88,740 |
| Northfield Bancorp Inc.                   | Common and preferred stock<br>6,550 shares  | 86,460 |
| Walter Investment Managment Corporation   | Common and preferred stock<br>2,440 shares  | 86,278 |
| Felcor Lodging Trust Inc.                 | Common and preferred stock<br>10,460 shares | 85,354 |
| PrivateBancorp, Inc.                      | Common and preferred stock<br>2,895 shares  | 83,752 |
| Viewpoint Financial Group Inc.            | Common and preferred stock<br>3,040 shares  | 83,448 |
| Scorpio Bulkers Inc.                      | Common and preferred stock<br>8,210 shares  | 82,511 |
| United Community Bank Blairsville Georgia | Common and preferred stock<br>4,640 shares  | 82,360 |
| EnerSys Inc                               | Common and preferred stock<br>1,170 shares  | 82,005 |
| Northern Trust Corporation*               | Common and preferred stock<br>1,300 shares  | 80,457 |
| Avery Dennison Corporation                | Common and preferred stock<br>1,580 shares  | 79,300 |
| Digi International Inc.                   | Common and preferred stock<br>6,540 shares  | 79,265 |
| Texas Roadhouse Inc.                      | Common and preferred stock<br>2,830 shares  | 78,674 |
| Universal Corporation                     | Common and preferred stock<br>1,420 shares  | 77,532 |
| Embraer SA                                | Common and preferred stock<br>2,400 shares  | 77,232 |
| Tutor Perini Corporation                  | Common and preferred stock<br>2,930 shares  | 77,059 |
| MYR Group Inc.                            | Common and preferred stock<br>2,960 shares  | 74,237 |
| The Western Union Company                 | Common and preferred stock<br>4,300 shares  | 74,175 |
| CA Inc.                                   | Common and preferred stock<br>2,200 shares  | 74,030 |
| Bunge Limited                             | Common and preferred stock<br>900 shares    | 73,899 |
| PRGX Global Inc.                          | Common and preferred stock<br>10,900 shares | 73,248 |
| UIL Corporation                           | Common and preferred stock<br>1,890 shares  | 73,238 |
| Plantronics Inc.                          | Common and preferred stock<br>1,570 shares  | 72,927 |
| Marvell Technology Group Limited          | Common and preferred stock<br>5,000 shares  | 71,900 |
| Home Loan Servicing Solutions             |   | 70,748 |

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|                                   |   |        |
|-----------------------------------|---|--------|
|                                   | Common and preferred stock<br>3,080 shares  |        |
| PMC-Sierra, Inc.                  | Common and preferred stock<br>10,900 shares | 70,087 |
| Starwood Property Trust Inc.      | Common and preferred stock<br>2,450 shares  | 67,865 |
| Fidelity and Guaranty Life        | Common and preferred stock<br>3,580 shares  | 67,805 |
| Navigator Holdings Limited        | Common and preferred stock<br>2,480 shares  | 66,811 |
| Lexington Realty Trust            | Common and preferred stock<br>6,520 shares  | 66,569 |
| Mack-Cali Realty Corporation REIT | Common and preferred stock<br>3,080 shares  | 66,158 |
| Global Power Equipment Group Inc. | Common and preferred stock<br>3,340 shares  | 65,364 |
| Denbury Resources Inc.            | Common and preferred stock<br>3,945 shares  | 64,816 |

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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue  | Description of Investment                  | Current Value |
|--|--|---------------|
| Piedmont Natural Gas Inc.                                  | Common and preferred stock<br>1,940 shares | 64,330        |
| Aegion Corporation   | Common and preferred stock<br>2,890 shares | 63,262        |
| Stealthgas Inc.  | Common and preferred stock<br>6,170 shares | 62,872        |
| Air Transport Services Group Inc.                          | Common and preferred stock<br>7,710 shares | 62,374        |
| Symmetry Medical, Inc.                                     | Common and preferred stock<br>6,180 shares | 62,294        |
| First Midwest Bancorp Inc.                                 | Common and preferred stock<br>3,540 shares | 62,056        |
| Avis Budget Group Inc.                                     | Common and preferred stock<br>1,500 shares | 60,630        |
| Graftech International Limited                             | Common and preferred stock<br>5,250 shares | 58,958        |
| Winthrop Realty Trust Common Shares of Beneficial Interest | Common and preferred stock<br>5,310 shares | 58,676        |
| ACCO Brands Corporation                                    | Common and preferred stock<br>8,650 shares | 58,128        |
| Aegean Marine Petroleum Network Inc.                       | Common and preferred stock<br>5,130 shares | 57,559        |
| Matthews International Corporation Class A                 | Common and preferred stock<br>1,330 shares | 56,671        |
| Fresh Del Monte Produce Inc.                               | Common and preferred stock<br>2,000 shares | 56,600        |
| Symantec Corporation                                       | Common and preferred stock<br>2,400 shares | 56,592        |
| Validus Holding Limited                                    | Common and preferred stock<br>1,400 shares | 56,406        |
| Brinks Company   | Common and preferred stock<br>1,640 shares | 55,990        |
| FTI Consulting Inc.  | Common and preferred stock<br>1,360 shares | 55,950        |
| H & R Block Inc.   | Common and preferred stock<br>1,900 shares | 55,176        |
| Alleghany Corporation                                      | Common and preferred stock<br>136 shares   | 54,395        |
| Crocs Inc.   | Common and preferred stock<br>3,390 shares | 53,969        |
| JetBlue Airways Corporation                                | Common and preferred stock<br>6,300 shares | 53,865        |
| Orion Marine Group, Inc.                                   | Common and preferred stock<br>4,430 shares | 53,293        |
| EPL Oil & Gas, Inc.  | Common and preferred stock<br>1,850 shares | 52,725        |
| CYS Investments Inc.                                       |  | 50,166        |

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|  |  |        |
|--|--|--------|
|  | Common and preferred stock<br>6,770 shares |        |
| The Hanover Insurance Group Inc.                 | Common and preferred stock<br>840 shares   | 50,156 |
| Cadiz, Inc.                                      | Common and preferred stock<br>7,160 shares | 49,834 |
| WellCare Health Plans Inc.                       | Common and preferred stock<br>700 shares   | 49,294 |
| Diodes Inc.                                      | Common and preferred stock<br>2,080 shares | 49,005 |
| Big Lots Inc.                                    | Common and preferred stock<br>1,500 shares | 48,435 |
| Great Plains Energy Inc.                         | Common and preferred stock<br>1,970 shares | 47,753 |
| ICF International, Inc.                          | Common and preferred stock<br>1,370 shares | 47,553 |
| KAR Auction Services Inc.                        | Common and preferred stock<br>1,550 shares | 45,803 |
| Hormel Foods Corporation                         | Common and preferred stock<br>1,010 shares | 45,622 |
| Huntington Ingalls Industries, Inc.              | Common and preferred stock<br>500 shares   | 45,005 |
| MRC Global Inc.                                  | Common and preferred stock<br>1,370 shares | 44,196 |
| McDermott International Inc.                     | Common and preferred stock<br>4,810 shares | 44,060 |
| Empire District Electronic Company               | Common and preferred stock<br>1,940 shares | 44,019 |
| American Capital Mortgage Investment Corporation | Common and preferred stock<br>2,500 shares | 43,650 |
| Portland General Electric Company                | Common and preferred stock<br>1,420 shares | 42,884 |
| Comerica Inc.                                    | Common and preferred stock<br>900 shares   | 42,786 |
| Precision Drilling Corporation                   | Common and preferred stock<br>4,510 shares | 42,259 |
| THL Credit Inc.                                  | Common and preferred stock<br>2,530 shares | 41,720 |
| Natus Medical Inc.                               | Common and preferred stock<br>1,850 shares | 41,625 |
| Western Refining Inc.                            | Common and preferred stock<br>980 shares   | 41,562 |
| News Corporation Class A                         | Common and preferred stock<br>2,300 shares | 41,446 |
| Reliance Steel & Aluminum Company                | Common and preferred stock<br>540 shares   | 40,954 |
| Destination XL Group Inc.                        | Common and preferred stock<br>6,080 shares | 39,946 |
| W&T Offshore Inc.                                | Common and preferred stock<br>2,400 shares | 38,400 |
| Campus Crest Communities Inc.                    |  | 38,393 |

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|                                    |  |        |
|------------------------------------|--|--------|
|                                    | Common and preferred stock<br>4,080 shares |        |
| Cairn Energy PLC                   | Common and preferred stock<br>4,200 shares | 37,968 |
| Aspen Insurance Holdings Limited   | Common and preferred stock<br>900 shares   | 37,179 |
| Amdocs Limited                     | Common and preferred stock<br>900 shares   | 37,116 |
| Staples Inc.                       | Common and preferred stock<br>2,300 shares | 36,547 |
| Northwestern Corporation           | Common and preferred stock<br>830 shares   | 35,956 |
| Two Harbors Investment Corporation | Common and preferred stock<br>3,830 shares | 35,542 |
| Cloud Peak Energy Inc.             | Common and preferred stock<br>1,910 shares | 34,380 |
| Navistar International Corporation | Common and preferred stock<br>900 shares   | 34,371 |



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Schedule H, line 4i – Schedule of Assets (Held at End of Year) (continued)

| Identity of Issue                  | Description of Investment                  | Current Value |
|------------------------------------|--|---------------|
| Government Properties Income Trust | Common and preferred stock<br>1,360 shares | 33,796        |
| Flow International Corporation     | Common and preferred stock<br>8,310 shares | 33,572        |
| Customers Bancorp Inc.             | Common and preferred stock<br>1,550 shares | 31,713        |
| Middleby Corporation               | Common and preferred stock<br>120 shares   | 28,796        |
| Omniamerican Bancorp, Inc.         | Common and preferred stock<br>1,330 shares | 28,435        |
| Medical Action Industries Inc.     | Common and preferred stock<br>3,320 shares | 28,419        |
| Cross Country Healthcare Inc.      | Common and preferred stock<br>2,630 shares | 26,247        |
| Bravo Brio Restaurant Group Inc.   | Common and preferred stock<br>1,580 shares | 25,707        |
| Highwoods Properties Inc.          | Common and preferred stock<br>710 shares   | 25,681        |
| Wabash National Corporation        | Common and preferred stock<br>1,910 shares | 23,589        |
| Ritchie Bros. Auctioneers Inc.     | Common and preferred stock<br>980 shares   | 22,471        |
| LGI Homes Inc.                     | Common and preferred stock<br>1,220 shares | 21,704        |
| NovaGold Resources Inc.            | Common and preferred stock<br>8,470 shares | 21,514        |
| CST Brands Inc.                    | Common and preferred stock<br>580 shares   | 21,298        |
| Rand Logistics Inc.                | Common and preferred stock<br>3,690 shares | 21,291        |
| Landec Corporation                 | Common and preferred stock<br>1,710 shares | 20,725        |
| Evolution Petroleum Corporation    | Common and preferred stock<br>1,630 shares | 20,114        |
| Aeropostale, Inc.                  | Common and preferred stock<br>2,190 shares | 19,907        |
| Triangle Petroleum Corporation     | Common and preferred stock<br>2,380 shares | 19,802        |
| Comverse Inc.                      | Common and preferred stock<br>500 shares   | 19,400        |
| Kulicke and Soffa Industries Inc.  | Common and preferred stock<br>1,450 shares | 19,285        |
| XL Group PLC                       | Common and preferred stock<br>600 shares   | 19,104        |
| The Jones Group, Inc.              | Common and preferred stock<br>1,150 shares | 17,204        |
| GSE Holding Inc.                   |  | 16,560        |

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|   |  |               |
|---|--|---------------|
|   | Common and preferred stock<br>8,000 shares |               |
| FreightCar America Inc.                         | Common and preferred stock<br>500 shares   | 13,310        |
| Ignite Restaurant Group Inc.                    | Common and preferred stock<br>930 shares   | 11,625        |
| Gramercy Property Trust Inc.                    | Common and preferred stock<br>1,010 shares | 5,808         |
| Total Small-Mid Cap Value Asset Class           |  | 24,622,136    |
| Notes Receivable from Participants*             | Interest rates 4.25% -<br>12.66%           | 15,605,826    |
| Other NT Collective Short Term Investment Fund* | Collective trust fund 6,848<br>units       | 6,848         |
|   |  | \$290,506,422 |

\* Indicates party-in-interest

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Retirement and Savings Plan for  
Amgen Manufacturing, Limited  
(Name of Plan)

Date: June 11, 2014

By: /s/ MICHAEL A. KELLY  
Michael A. Kelly  
Chief Financial Officer  
Amgen Manufacturing, Limited

THE RETIREMENT AND SAVINGS PLAN FOR  
AMGEN MANUFACTURING, LIMITED  
INDEX TO EXHIBIT

Consent of Independent Registered Public Accounting Firm

Exhibit 23.1

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