

GRAFTECH INTERNATIONAL LTD

Form 11-K

June 30, 2014

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

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

For the transition period from.....to.....

Commission file number: (1-13888)

GRAFTECH INTERNATIONAL HOLDINGS INC.

SAVINGS PLAN

(Full title of the plan)

GRAFTECH INTERNATIONAL LTD.

(Name of issuer of the securities held pursuant to the plan)

12900 Snow Road, Parma, Ohio 44130

(Address of principal executive office)

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Note: Other supplemental schedules not included have been omitted, as they are not applicable.

Report of Independent Registered Public Accounting Firm

Plan Administrator

GrafTech International Holdings Inc. Savings Plan

We have audited the accompanying statements of net assets available for benefits of GrafTech International Holdings Inc. Savings Plan (the "Plan") as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. 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, as well as 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 GrafTech International Holdings Inc. Savings Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The 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 basic 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. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/S/ GRANT THORNTON LLP

Cleveland, Ohio

June 30, 2014

GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN
 Statements of Net Assets Available for Benefits

	As of December 31,	
	2013	2012
ASSETS:		
Investments, at fair value	178,088,852	152,518,936
Receivables:		
Notes receivable from participants	3,278,228	3,001,992
Participant contributions	240,027	21,363
Company contributions	8,826	207,845
Total receivables	3,527,081	3,231,200
Net assets reflecting investments at fair value	181,615,933	155,750,136
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,309,127) (2,548,000
Net assets available for benefits	180,306,806	153,202,136
See accompanying notes to Financial Statements.		

GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2013
ADDITIONS:	
Investment income:	
Interest	811,218
Dividends	3,140,699
Net appreciation in fair value of investments	20,851,223
	24,803,140
Interest income on notes receivable from participants	103,803
Contributions:	
Participants	7,422,869
Company	4,212,504
	11,635,373
 Total additions	 36,542,316
 DEDUCTIONS:	
Benefits paid to participants	9,410,353
Administrative expenses	27,293
Total deductions	9,437,646
 Net increase	 27,104,670
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	153,202,136
End of year	180,306,806
See accompanying notes to Financial Statements.	

GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

(1) Description of the Plan

The following brief description of the GrafTech International Holdings Inc. Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information.

General

The Plan is a 401(a), 401(k) and Roth 401(k) savings vehicle and a defined contribution retirement plan available to all regular employees of GrafTech International Holdings Inc. and participating affiliate companies (collectively, the "Company"). Employees are eligible to participate in the Plan upon the first day of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Company is a wholly owned subsidiary of GrafTech International Ltd. (GTI) through which the Company conducts most of its United States operations. GTI is a publicly traded company whose common stock is listed on the New York Stock Exchange (NYSE) under the ticker symbol "GTI".

Contributions

Participating employees can contribute 1% to 50% of their compensation into the Plan as pre-tax, after-tax and or Roth contributions. The Company contributes on behalf of each participating employee a matching contribution equal to 100% of the participant's contributions up to 3% of eligible compensation plus 50% of a participant's contributions that are greater than 3% but not more than 5% of eligible compensation. Participants may also rollover amounts representing distributions from other qualified defined benefit or defined contributions plans. The Company also makes a retirement contribution on behalf of eligible participants in the amount of 1% of eligible compensation. Eligible compensation includes base salary, overtime and variable cash compensation. Company matching contributions are made in shares of GrafTech International Ltd. common stock. Participants are not required to keep the Company matching contributions in GrafTech International Ltd. common stock. The day after a Company contribution is credited to the participant's account, the money can be transferred to any of the Plan's other investment options, subject to the GrafTech "Securities Law and Insider Trading Compliance Policy".

All new employees that become eligible to participate in the Plan are automatically enrolled at a 5% deferral of eligible pre-tax compensation contributed to the Plan in an investment option designated by the Administrative Committee. If the employee does not wish to participate in the Plan, the employee must elect not to participate. Contributions are subject to applicable Internal Revenue Code limitations.

Participant Accounts

Participants direct the investment of their accounts into the various investment options offered by the Plan. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) fund earnings or loss. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their accounts varying amounts between a minimum of \$1,000 and a maximum equal to the lesser of (1) \$50,000 reduced by the excess (if any) of the highest outstanding balance of loans during the one year period ending on the day before the loan is made, over the outstanding balance of loans from the Plan on the date the loan is made, or (2) 50% of the participant's vested account balance. All loans must have a definite repayment schedule, which provides for principal and interest payments to be made ratably through payroll deductions over a period not to exceed five years, except for primary residence loans that may be repaid over a period not to exceed thirty years. The loans are secured by the balance in the participant's account and bear a fixed rate of interest based on current lending rates at the time the loan is originated. Interest rates ranged from 3.25% to 9.00% as of December 31, 2013 and 2012.

Vesting

Participants are vested immediately in their contributions (both before-tax and after-tax), Company matching contributions and any related investment earnings. There is a three year "Cliff Vesting" in the retirement contribution and any related investment earnings credited on or after January 1, 2007.

Payment of Benefits

Upon termination of service due to death, disability or retirement and under specific situations of financial hardship, a participant or beneficiary will be paid the value of the participant's vested interest in his or her account as a lump-sum amount or in installments. The terminated participant must take an immediate payment or rollover to an IRA if his or her combined account balance is \$1,000 or less. For an immediate payment, all the terminated participant's investments will be sold, and he or she will

GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

receive a check for the entire value of his or her account. If the terminated participant has money invested in units of the GrafTech International Ltd. Common Stock Fund, he or she may elect to receive that portion of his or her account in stock or cash. If the terminated participant has a balance greater than \$1,000 but less than \$5,000, unless they elect otherwise, the balance is automatically rolled over into an individual retirement account held with the Vanguard Group 60 days after the date of termination. If the terminated participant has a balance more than \$5,000 in the Plan, he or she may leave their money in the Plan until the April 1st following the year in which they reach age 70 1/2. The Internal Revenue Service ("IRS") requires that participants begin making periodic withdrawals no later than April 1st of the year following the year in which he or she reaches age 70 1/2.

Forfeited Accounts

Balances in non-vested forfeited accounts are used to reduce employer contributions. For the year ended December 31, 2013 employer contributions were reduced by \$62,642 by the use of non-vested forfeited accounts. As of December 31, 2013 and 2012, all forfeited funds were used to reduce employer contributions and no balances remained.

Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, participants would become 100% vested in the Company's retirement contribution.

Administrative expenses

The Company pays the majority of administrative expenses of the Plan, such as fees for record keeping, enrollment outsourcing, legal work, investment consulting and compliance testing. Any administrative expenses not paid by the Company are paid from the Plan assets.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. Investment contracts held 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 permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2013 and December 31, 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefit payments are recorded when paid.

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Notes to Financial Statements

December 31, 2013

(3) Fair Value Measurements

Fair value is determined based on assumptions that a market participant would use in pricing an asset or liability. The assumptions used are in accordance with a three-tier hierarchy, defined by accounting principles generally accepted in the United States of America (GAAP), that draws a distinction between market participant assumptions based on (i) observable inputs such as unadjusted quoted prices in active markets (Level 1), (ii) quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means (Level 2) and (iii) inputs that are unobservable and significant to the fair value measurement (Level 3).

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

There have been no changes in the fair value methodologies used as of December 31, 2013 and 2012. The following is a description of the valuation methodologies used for assets measured at fair value as of December 31, 2013 and 2012: Mutual funds - are valued at the quoted net asset value (NAV) of shares held by the Plan and have been determined to be Level 1 investments.

Collective trust - is valued at the NAV of the units held. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The collective trust has been determined to be a Level 3 investment. The Retirement Administrative Committee monitors the investments of the underlying trust and annually receives and reviews audited financial statements. Management utilizes these audited financial statements to determine the reasonableness of the investment valuation as of the end of each reporting period.

GrafTech International Ltd. common stock - stock is valued at the closing price on the New York Stock Exchange and has been determined to be a level 1 investment. The money market funds are valued at quoted market prices in an exchange and active markets and have been determined to be level 1 investments.

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

As of December 31, 2013, the Plan's investments measured at fair value on a recurring basis were as follows:

	December 31, 2013			Total
	Level 1	Level 2	Level 3	
Mutual Funds:				
Value funds	\$ 12,017,504	\$—	\$—	\$ 12,017,504
Blended funds	71,055,297	—	—	71,055,297
Growth funds	15,346,490	—	—	15,346,490
Bond funds	8,668,767	—	—	8,668,767
Total mutual funds	107,088,058	—	—	107,088,058
Collective trust (a)	—	—	48,285,128	48,285,128
GrafTech International Ltd. Common Stock	22,584,983	—	—	22,584,983
Money market funds	130,683	—	—	130,683
Total Assets at Fair Value	\$ 129,803,724	\$—	\$ 48,285,128	\$ 178,088,852

GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN

Notes to Financial Statements

December 31, 2013

As of December 31, 2012, the Plan's investments measured at fair value on a recurring basis were as follows:

	December 31, 2012			Total
	Level 1	Level 2	Level 3	
Mutual Funds:				
Value funds	\$8,700,627	\$—	\$—	\$8,700,627
Blended funds	56,710,624	—	—	56,710,624
Growth funds	11,303,248	—	—	11,303,248
Bond funds	7,892,041	—	—	7,892,041
Total mutual funds	84,606,540	—	—	84,606,540
Collective trust (a)	—	—	50,613,499	50,613,499
GrafTech International Ltd. Common Stock	17,152,897	—	—	17,152,897
Money market funds	146,000	—	—	146,000
Total Assets at Fair Value	\$101,905,437	\$—	\$50,613,499	\$152,518,936

The collective trust is a stable value fund that seeks to provide participants with an attractive rate of interest and safety of principal by investing in investment contracts issued by financial institutions and in contracts that are (a) backed by high-quality bonds and bond mutual funds owned by Vanguard Fiduciary Trust Company on behalf of the collective trust.

Level 3 – Gains and Losses

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2013 were as follows:

	Collective Trust Fund
Balance at January 1, 2013	\$50,613,499
Purchases	9,919,956
Sales	(11,009,454)
Change in unrealized gains	(1,238,873)
Balance at December 31, 2013	\$48,285,128

Collective Trust Fund

The Vanguard Retirement Savings Trust (the "Trust") is a collective investment trust fund that invests solely in the Vanguard Retirement Savings Master Trust (the "Master Trust"). The underlying investments of the Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts and bond mutual funds. Investment contracts include traditional Guaranteed Investment Contracts (GICs), Synthetic Investment Contracts (SICs) and wrapper contracts. GICs are valued based on estimated fair value, computed using discounted cash flows. SICs are valued based on the aggregate market value of the applicable bond trusts, mutual funds and other investments. Wrapper contracts are valued at estimated fair value based on a replacement cost approach.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Vanguard Retirement Savings Trust at contract value daily without any redemption notice or restrictions. Plan level initiated transactions require a twelve month redemption notice in order to withdrawal at full book value. Plan level initiated transactions with less than a twelve month redemption notice may incur an adjustment to book value. There were no unfunded commitments as of December 31, 2013 and 2012. In determining the net assets available for benefits, the Vanguard Retirement Savings Trust is included in the financial statements at fair value and then adjusted to contract value. Contract value represents contributions made under the contracts, plus earnings, less withdrawals. As provided by U.S. GAAP, an investment contract is valued at fair value and then adjusted to contract value, to the extent it is fully benefit-responsive.

The existence of certain conditions can limit the Trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the Trust that causes a withdrawal from

an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Trust or a unitholder, tax disqualification of the Trust or unitholder, and certain Trust amendments if issuers' consent is not obtained. As of December 31, 2013, the occurrence of an event outside the normal operation of the Trust that would cause a withdrawal from an investment contract is not considered to be probable.

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In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of a participant, employer, or plan, a breach of material obligations under the contract and misrepresentation by the contract holder, or failure of the underlying portfolio to conform to the pre-established investment guidelines.

(4) Investments

Investments that represent 5% or more of the Plan's net assets at either December 31, 2013 or 2012 are as follows:

	As of December 31,	
	2013	2012
Vanguard Retirement Savings Trust, at contract value (fair value \$48,285,128 and \$50,613,499, respectively)	\$46,976,001	\$48,065,499
Vanguard 500 Index Fund	16,084,899	12,057,757
Vanguard PRIMECAP Fund	13,228,386	9,934,442
Vanguard Total Bond Market Index Fund	8,668,767	7,892,041
Vanguard Value Index Fund Investor Shares	9,546,199	7,134,577
GrafTech International Ltd. Common Stock	22,584,983	17,152,897

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	For the year ended December 31, 2013
Net appreciation (depreciation) in fair value of investments:	
Registered investment companies	\$16,063,105
GrafTech International Ltd. Common Stock	4,788,118
	\$20,851,223

(5) Tax Status

On March 31, 2008, the Internal Revenue Service (IRS) stated the prototype adopted by the Plan in 2011, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter specific to the Plan itself, however, the Plan Administrator believes that the Plan, including amendments, is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan administration has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require the recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

(6) Related-Party Transactions

Certain Plan investments are shares of a collective trust fund and mutual funds managed by Vanguard Fiduciary Trust Company ("VFTC"). VFTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. The Plan also invests in GrafTech International Ltd. common stock. GTI is the public parent company and the issuer of the publicly traded common stock held within the Plan. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

The Plan held 2,125,999 and 1,938,758 shares of GrafTech International Ltd. common stock at December 31, 2013 and 2012, respectively, representing 13% and 11%, respectively, of the total net assets of the Plan.

(7)Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that

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GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN

Notes to Financial Statements

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changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

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GRAFTECH INTERNATIONAL HOLDINGS INC. SAVINGS PLAN
 Schedule H, Line 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 EIN #06-1249029 Plan #002
 December 31, 2013

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment Including maturity date, rate of interest, collateral par or maturity value	(e) Current value
American Funds EuroPacific Growth Fund	Registered investment company	\$6,102,336
Artisian Mid Cap Value Fund	Registered investment company	2,471,305
Harbor Mid Cap Growth Fund	Registered investment company	790,427
ICM Small Company Portfolio Fund	Registered investment company	5,866,129
* Vanguard 500 Index Fund	Registered investment company	16,084,899
* Vanguard PRIMECAP Fund	Registered investment company	13,228,386
* Vanguard Target Retirement 2010 Fund	Registered investment company	3,745,660
* Vanguard Target Retirement 2015 Fund	Registered investment company	7,788,800
* Vanguard Target Retirement 2020 Fund	Registered investment company	8,980,251
* Vanguard Target Retirement 2025 Fund	Registered investment company	5,563,513
* Vanguard Target Retirement 2030 Fund	Registered investment company	5,121,347
* Vanguard Target Retirement 2035 Fund	Registered investment company	3,807,089
* Vanguard Target Retirement 2040 Fund	Registered investment company	2,131,899
* Vanguard Target Retirement 2045 Fund	Registered investment company	1,911,466
* Vanguard Target Retirement 2050 Fund	Registered investment company	1,165,314
* Vanguard Target Retirement 2055 Fund	Registered investment company	154,379
* Vanguard Target Retirement Income	Registered investment company	2,632,215
* Vanguard Total Bond Market Index Fund	Registered investment company	8,668,767
* Vanguard Value Index Fund Investor Shares	Registered investment company	9,546,199
Wells Fargo Advantage Small Cap Growth Fund	Registered investment company	1,327,677
* Vanguard Retirement Savings Trust	Collective Trust	48,285,128
* GrafTech International Ltd. Common Stock	Common Stock	22,584,983
* Vanguard Prime Money Market	Money Market Fund	120,051
* VGI Prime Money Market	Money Market Fund	10,632
* Participant loans	Interest rates ranging from 3.25% to 9.00%	3,278,228
		\$181,367,080

* Indicates party-in-interest to the Plan.

Column (d), "Cost", is not applicable as all investments are participant directed

SIGNATURE

Pursuant to the requirement 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.

GrafTech International Holdings Inc.

Date: June 30, 2014

By: /s/ Erick R. Asmussen

Erick R. Asmussen

Vice President and Chief Financial Officer

GRAFTECH INTERNATIONAL LTD.

EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of Grant Thornton LLP

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