

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan SPRINGFIELD ELECTRIC SUPPLY COMPANY 401(K) PROFIT SHARING PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 02/01/1993</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 37-0739309</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 217-788-2100</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 423600</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 02/01/1993		2b Employer Identification Number (EIN) 37-0739309		2c Sponsor's telephone number 217-788-2100		2d Business code (see instructions) 423600	
1b Three-digit plan number (PN) ▶	002										
1c Effective date of plan 02/01/1993											
2b Employer Identification Number (EIN) 37-0739309											
2c Sponsor's telephone number 217-788-2100											
2d Business code (see instructions) 423600											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SPRINGFIELD ELECTRIC SUPPLY COMPANY 700 NORTH 9TH STREET PO BOX 4106 SPRINGFIELD, IL 62708											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2014	GREG LUTCHKA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address SPRINGFIELD ELECTRIC SUPPLY COMPANY 700 NORTH 9TH STREET PO BOX 4106 SPRINGFIELD, IL 62708		3b Administrator's EIN 37-0739309
		3c Administrator's telephone number 217-788-2100
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 360
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 318
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 14
d Subtotal. Add lines 6a , 6b , and 6c		6d 332
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 332
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 316
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 10
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2T 3D 2S		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan SPRINGFIELD ELECTRIC SUPPLY COMPANY 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SPRINGFIELD ELECTRIC SUPPLY COMPANY	D Employer Identification Number (EIN) 37-0739309

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
RETIREMENT PLAN SERVICES, LLC

43-1904010

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

42-1558009

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

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

RETIREMENT PLAN SERVICES, LLC

43-1904010

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 19 27 37 38	NONE	17975	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan SPRINGFIELD ELECTRIC SUPPLY COMPANY 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SPRINGFIELD ELECTRIC SUPPLY COMPANY	D Employer Identification Number (EIN) 37-0739309	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE AGGRESSIVE		
b Name of sponsor of entity listed in (a): TD AMERITRADE		
c EIN-PN 20-0937408-222	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4171800
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE CONSERVATIVE		
b Name of sponsor of entity listed in (a): TD AMERITRADE		
c EIN-PN 20-0937408-218	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 448833
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MOD CONSERV		
b Name of sponsor of entity listed in (a): TD AMERITRADE		
c EIN-PN 20-0937408-219	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1716012
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MOD AGGRESSIVE		
b Name of sponsor of entity listed in (a): TD AMERITRADE		
c EIN-PN 20-0937408-221	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10670497
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT ADVOCATE MODERATE		
b Name of sponsor of entity listed in (a): TD AMERITRADE		
c EIN-PN 20-0937408-220	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4090470
a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2015		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.		
c EIN-PN 81-0625169-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 233235
a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2025		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.		
c EIN-PN 81-0625169-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15696

a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2035**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 130656
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2045**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34565
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2020**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 337513
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2030**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 194425
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2040**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99908
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2050**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48265
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMART 2010**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 196128
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a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND C**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 52-2250946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 608660
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT INCOME FD**b** Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST CO.

c EIN-PN 81-0625169-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5363
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SPRINGFIELD ELECTRIC SUPPLY COMPANY 401(K) PROFIT SHARING PLAN</u>		B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPRINGFIELD ELECTRIC SUPPLY COMPANY</u>		D Employer Identification Number (EIN) <u>37-0739309</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	42108	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	28641	25612
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	17272672	23002026
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3526453	3013397
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20869874	26041035

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20869874	26041035
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	507878	
(B) Participants	2a(1)(B)	1716898	
(C) Others (including rollovers)	2a(1)(C)	136604	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2361380

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3211655
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		554827
c Other income	2c		14283
d Total income. Add all income amounts in column (b) and enter total	2d		6142145

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	953009	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		953009
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	17975	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17975
j Total expenses. Add all expense amounts in column (b) and enter total	2j		970984

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5171161
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: KERBER, ECK & BRAECKEL, LLP

(2) EIN: 43-0352985

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SPRINGFIELD ELECTRIC SUPPLY COMPANY 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPRINGFIELD ELECTRIC SUPPLY COMPANY</u>	D Employer Identification Number (EIN) <u>37-0739309</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT



401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

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Independent Auditors' Report

To the Trustee and Participants of
Springfield Electric Supply Company
401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Springfield Electric Supply Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan's sponsor, Springfield Electric Supply Company, instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by The Charles Schwab Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We

have been informed by the Plan's sponsor that the custodian holds the Plan's investment assets and executes investment transactions. The Plan's sponsor has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan's sponsor by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Kerby, Eck & Brachel LLP

Springfield, Illinois
July 15, 2014

Springfield Electric Supply Company
401(k) Profit Sharing Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	\$ 26,015,423	\$ 20,799,125
Receivables		
Employer contributions	25,612	28,641
Cash	<u>-</u>	<u>42,108</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 26,041,035</u>	<u>\$ 20,869,874</u>

The accompanying notes are an integral part of these statements.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31

	<u>2013</u>	<u>2012</u>
ADDITIONS		
Investment income		
Dividends and capital gain distributions	\$ 144,766	\$ 139,607
Net appreciation in fair value of investments	<u>3,621,716</u>	<u>2,254,899</u>
	3,766,482	2,394,506
Contributions		
Employee	1,716,898	1,553,878
Employer	507,878	450,186
Rollover funds from other plans	<u>136,604</u>	<u>1,202,088</u>
	2,361,380	3,206,152
Other income	<u>14,283</u>	<u>11,157</u>
Total additions	6,142,145	5,611,815
DEDUCTIONS		
Benefits paid to participants	953,009	817,084
Administrative expenses	<u>17,975</u>	<u>15,053</u>
Total deductions	<u>970,984</u>	<u>832,137</u>
Increase in net assets	5,171,161	4,779,678
Net assets available for benefits at beginning of year	<u>20,869,874</u>	<u>16,090,196</u>
Net assets available for benefits at end of year	<u><u>\$ 26,041,035</u></u>	<u><u>\$ 20,869,874</u></u>

The accompanying notes are an integral part of these statements.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN

The following description of the Springfield Electric Supply Company 401(k) Profit Sharing Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution 401(k) profit sharing plan covering substantially all employees of Springfield Electric Supply Company ("the Company") and its subsidiary, Ronk Electrical Industries, Inc., who have one month of service and are of age 21 or older. Employees are eligible for employer matching and discretionary profit sharing contributions after 1 year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by the Trustee Committee consisting of persons appointed by the Board of Directors of the Company. The Charles Schwab Trust Company, as custodian for the Plan, accumulates and invests contributions as directed by the participants.

2. Contributions

Participants may contribute from 1% to 75% of their pretax annual compensation, subject to ERISA defined limits. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes a discretionary match of 50% of the employee's first 6% of contributions. The Company determines the discretionary matching contribution on a yearly basis that is uniform for all participants. The Company may also make discretionary profit sharing contributions which are allocated among all eligible employees, regardless of their contribution election.

3. Participant Accounts

Each participant's account is credited with the participant's contributions and charged with withdrawals, as applicable, and allocations of the Company's contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN – Continued

4. Vesting

Participants are immediately vested in their contributions plus or minus any earnings or losses thereon. The Company's matching and discretionary contribution portion of participants' accounts, plus or minus any actual earnings or losses thereon, vests at 100% after three years of employment.

5. Participant Loans

Participant loans are not allowed under this Plan.

6. Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, or in installment or partial payments of at least \$ 1,000 per payment. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

7. Forfeited Accounts

Forfeited accounts are to be used to reduce future employer contributions. For the years ending December 31, 2013 and 2012, \$ 725 and \$ 1,209 of forfeitures were used to reduce employer contributions.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE B - SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

1. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis.

2. Use of Estimates

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

3. 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. See Note F for discussion of fair value measurements.

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

4. Benefits Paid

Benefits are recorded when paid.

5. Plan Expenses

Expenses for maintaining the Plan are paid for by Plan participants and the Company.

6. Subsequent Events

The Plan management has evaluated subsequent events for recognition and disclosure in the financial statements through July 15, 2014, which is the date the financial statements were available to be issued. Through July 15, 2014, there were no subsequent events that required recognition or disclosure in the financial statements.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE C - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE D - TAX STATUS

The Plan is intended to be qualified under Section 401(a) and tax exempt under Section 501(a) of the Internal Revenue Code. The Plan is a volume submitter plan and obtained its last approval letter, dated March 31, 2008, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code. Although the Plan has been amended since receiving the approval letter, the Plan Sponsor believes the Plan is designed and is currently being operated in compliance with applicable requirements of the Internal Revenue Code and that the related trust is tax-exempt at the financial statement date.

The Plan has recognized in the financial statements the effects of all tax positions and continually evaluates expiring statutes of limitations, audits, changes in tax law, and new authoritative rulings. The Plan is not aware of any circumstances or events that make it reasonably possible that unrecognized tax benefits may increase or decrease within 12 months of the statement of net assets available for benefits date. Penalties and interest assessed by taxing authorities are included in administrative expenses, if applicable. There were no interest and penalties during 2013 and 2012.

The Plan files a Form 5500 return in the federal jurisdiction. The federal information returns prior to 2010 are closed.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE E - SUMMARY FINANCIAL INFORMATION CERTIFIED BY THE CUSTODIAN

The following is a summary of the (unaudited) information regarding the Plan as of December 31, 2013 and 2012, and for the years then ended, included in the Plan's financial statements and supplemental schedule that was prepared by the Custodian and furnished to the Plan sponsor. The Plan has obtained a certification from the Custodian that such information is complete and accurate, as follows:

	<u>(Unaudited)</u>	
	<u>2013</u>	<u>2012</u>
Investments and cash, at fair value	\$ 26,015,423	\$ 20,841,233
Net appreciation in fair value of investments	3,621,716	2,254,899
Dividends and capital gain distributions	144,766	139,607

Investments that represent 5% or more of net assets available for benefits at December 31, 2013 and 2012, are separately identified as follows:

December 31, 2013 (unaudited)

Mutual funds	\$ 3,013,397
Collective trust funds	
Retirement Advocate Aggressive Fund	4,171,800
Retirement Advocate Mod Conservative Fund	1,716,012
Retirement Advocate Mod Aggressive Fund	10,670,497
Retirement Advocate Moderate Fund	4,090,470
Other	<u>2,353,247</u>
	<u>23,002,026</u>
	<u>\$ 26,015,423</u>

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE E - SUMMARY FINANCIAL INFORMATION CERTIFIED BY THE CUSTODIAN -
Continued

December 31, 2012 (unaudited)

Mutual funds	\$ 3,526,455
Collective trust funds	
Retirement Advocate Aggressive Fund	2,794,013
Retirement Advocate Mod Conservative Fund	1,201,563
Retirement Advocate Mod Aggressive Fund	7,261,103
Retirement Advocate Moderate Fund	3,656,411
Other	<u>2,359,580</u>
	<u>17,272,670</u>
	<u>\$ 20,799,125</u>

For the years ended December 31, 2013 and 2012, The Plan's investments (including investments, bought, sold and held during the year) appreciated as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 410,061	\$ 401,684
Collective trust funds	<u>3,211,655</u>	<u>1,853,215</u>
	<u>\$ 3,621,716</u>	<u>\$ 2,254,899</u>

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE F - FAIR VALUE MEASUREMENTS

The Plan follows the fair value measurement guidance for financial assets and financial liabilities. The guidance defines fair value, establishes a framework for measuring value and expands disclosure about fair value measurements. In addition, the guidance permits an entity to measure eligible financial instruments and other items at fair value. The Plan has not made any fair value elections.

Fair value is defined to be 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. A three-level hierarchy has been established for fair value measurements based upon the inputs to the valuation of an asset or liability as follows:

Level 1 – Valuation is based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuation is derived from inputs, other than quoted prices included in Level 1, which are observable for the asset or liability either directly or indirectly. Investments classified as Level 2 are generally valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. The significant inputs used in this approach include interest rates, prepayment timing, yield spreads, maturities, credit losses and credit ratings of the securities.

Level 3 – Valuation is derived from unobservable inputs that are not corroborated by market data.

Fair values of mutual funds have been determined by the Plan from observable market quotations as provided by the Plan's custodian bank, when available. Fair values of collective trust funds have been determined using other observable inputs as provided by the Plan's custodian bank.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE F - FAIR VALUE MEASUREMENTS - Continued

The following table presents the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31:

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<u>2013</u>				
Mutual funds				
Large cap growth	\$ 217,236	\$ 217,236	\$ -	\$ -
Large cap blend	320,799	320,799	-	-
Mid cap blend	151,588	151,588	-	-
Large cap value	405,213	405,213	-	-
Mid cap growth	329,438	329,438	-	-
Small cap growth	102,603	102,603	-	-
Small cap value	77,942	77,942	-	-
Intermediate bond	712,542	712,542	-	-
Global real estate	271,884	271,884	-	-
Foreign large blend	345,342	345,342	-	-
Foreign small/mid blend	33,956	33,956	-	-
Diversified Emerging Markets	44,854	44,854	-	-
Collective trust funds				
Wells Fargo Stable Value Fund	608,660	-	608,660	-
Retirement Advocate Funds	21,097,612	-	21,097,612	-
Schwab Managed Funds	<u>1,295,754</u>	<u>-</u>	<u>1,295,754</u>	<u>-</u>
	<u>\$ 26,015,423</u>	<u>\$ 3,013,397</u>	<u>\$ 23,002,026</u>	<u>\$ -</u>
<u>2012</u>				
Mutual funds				
Large cap growth	\$ 319,895	\$ 319,895	\$ -	\$ -
Large cap blend	236,984	236,984	-	-
Mid cap blend	247,339	247,339	-	-
Large cap value	456,855	456,855	-	-
Mid cap growth	372,853	372,853	-	-
Small cap growth	188,654	188,654	-	-
Small cap value	158,359	158,359	-	-
Intermediate bond	727,039	727,039	-	-
Global real estate	312,162	312,162	-	-
Foreign large blend	456,920	456,920	-	-
Diversified Emerging Markets	49,395	49,395	-	-
Collective trust funds				
Wells Fargo Stable Value Fund	551,917	-	551,917	-
Retirement Advocate Funds	15,180,072	-	15,180,072	-
Schwab Managed Funds	<u>1,540,681</u>	<u>-</u>	<u>1,540,681</u>	<u>-</u>
	<u>\$ 20,799,125</u>	<u>\$ 3,526,455</u>	<u>\$ 17,272,670</u>	<u>\$ -</u>

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE G - INVESTMENTS IN ENTITY THAT CALCULATES NET ASSET VALUE PER SHARE

As part of the Plan's investment portfolio, there are investments made in collective trust funds, in which purchases and withdrawals are not made in an open market. Instead, the purchases and withdrawals occur with the fund, and in certain circumstances, those transactions are entirely controlled and/or restricted by the fund. The fair value of this investment is determined by the management of the fund and is reported to the Plan as the Plan's proportionate share of the net asset fair value of the entity. The table below provides information relative to this type of investment. The additional information that follows the table provides information associated with this investment and whether the investment is probable of being sold at an amount different from net asset value per share.

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
<u>2013</u>				
Investment Categories				
Collective trust funds				
Wells Fargo Stable Value Fund	\$ 608,660	\$ -	Daily	Daily
Retirement Advocate Funds	21,097,612	-	Daily	Daily
Schwab Managed Funds	1,295,754	-	Daily	Daily
<u>2012</u>				
Investment Categories				
Collective trust funds				
Wells Fargo Stable Value Fund	\$ 551,917	\$ -	Daily	Daily
Retirement Advocate Funds	15,180,072	-	Daily	Daily
Schwab Managed Funds	1,540,681	-	Daily	Daily

The Wells Fargo Stable Value Fund seeks to maintain principal value, protect against market price volatility, obtain consistent income return, and provide liquidity for benefit payments and withdrawals. The Retirement Advocate Funds and Schwab Managed Funds have varying levels of risk based on retirement date and invest primarily domestic and international equities, mutual funds, exchange traded funds and other pooled funds. At December 31, 2013 and December 31, 2012, there were no restrictions on withdrawals or redemptions.

Springfield Electric Supply Company
401(k) Profit Sharing Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2013 and 2012

NOTE H - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTARY INFORMATION

Springfield Electric Supply Company
401(k) Profit Sharing Plan

EIN 37-0739309
Plan Number 002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	American Beacon Small Cap Val Instl	Mutual fund, 2,866.555 shares	*	\$ 77,942
	American Fund Growth Fund of America	Mutual fund, 5,050.829 shares	*	217,236
	American Funds Europacific Growth Fund	Mutual fund, 7,043.485 shares	*	345,342
	CRM Mid Cap Value Fund	Mutual fund, 4,377.356 shares	*	151,588
	Dodge & Cox Stock Fund	Mutual fund, 2,399.560 shares	*	405,213
	ING Global Real Estate Fund	Mutual fund, 14,840.827 shares	*	271,884
	Oakmark Intl Small Cap Fd I	Mutual fund, 1,965.053 shares	*	33,956
	PIMCO Total Return Fund	Mutual fund, 66,655.028 shares	*	712,542
	Pioneer Oak Ridge Smallcap Growth K	Mutual fund, 2,590.320 shares	*	102,603
**	Schwab S&P 500 Index Fund	Mutual fund, 11,119.535 shares	*	320,799
	T. Rowe Price Mid-Cap Growth Fund	Mutual fund, 4,526.487 shares	*	329,438
	Touchstone Emerging Markets Equity Inst	Mutual fund, 4,026.413 shares	*	44,854
				3,013,397
	Wells Fargo Stable Value Fund	Collective investment trust fund, 12,236.838 shares	*	608,660
	Retirement Advocate Aggressive Fund	Collective investment trust fund, 262,212.463 units	*	4,171,800
	Retirement Advocate Conservative Fund	Collective investment trust fund, 39,440.482 units	*	448,833
	Retirement Advocate Mod Conservative Fund	Collective investment trust fund, 137,061.680 units	*	1,716,012
	Retirement Advocate Mod Aggressive Fund	Collective investment trust fund, 719,521.048 units	*	10,670,497
	Retirement Advocate Moderate Fund	Collective investment trust fund, 299,887.834 units	*	4,090,470
**	Schwab Managed Retirement Trust Fund 2015	Collective investment trust fund, 18,010.409 units	*	233,235
**	Schwab Managed Retirement Trust Fund 2025	Collective investment trust fund, 1,179.266 units	*	15,696
**	Schwab Managed Retirement Trust Fund 2035	Collective investment trust fund, 9,599.974 units	*	130,656
**	Schwab Managed Retirement Trust Fund 2045	Collective investment trust fund, 2,630.554 units	*	34,565
**	Schwab Managed Retirement Trust Fund 2020	Collective investment trust fund, 14,855.343 units	*	337,513
**	Schwab Managed Retirement Trust Fund 2030	Collective investment trust fund, 7,887.411 units	*	194,425
**	Schwab Managed Retirement Trust Fund 2040	Collective investment trust fund, 3,911.810 units	*	99,908
**	Schwab Managed Retirement Trust Fund 2050	Collective investment trust fund, 3,520.405 units	*	48,265
**	Schwab Managed Retirement Trust Fund Inc Cl III	Collective investment trust fund, 348.461 units	*	5,363
**	Schwab Managed Retirement Trust Fund 2010	Collective investment trust fund, 9,661.494 units	*	196,128
				23,002,026
				<u>\$ 26,015,423</u>

* Cost information is omitted for participant-directed investments.

** Party-in-interest

Name of Plan:	
Springfield Electric Supply Company 401(k) Profit Sharing Plan	
Employer Identification Number:	37-0739309
For plan year (beginning/ending):	01/01/2013 - 12/31/2013
Plan number:	002

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