

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> 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	STATE INDUSTRIAL PRODUCTS SAVINGS AND INVESTMENT PLAN AND TRUST	1b Three-digit plan number (PN) ▶ <u>001</u>
		1c Effective date of plan <u>01/01/1989</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	STATE INDUSTRIAL PRODUCTS 5915 LANDERBROOK DRIVE, SUITE 300 MAYFIELD HEIGHTS, OH 44124	
	2b Employer Identification Number (EIN) <u>34-0552740</u>	
	2c Sponsor's telephone number <u>440-565-5555</u>	
	2d Business code (see instructions) <u>325600</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2014	BRIAN LIMBERT
	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		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	879
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	646
b Retired or separated participants receiving benefits		6b	11
c Other retired or separated participants entitled to future benefits.....		6c	257
d Subtotal. Add lines 6a , 6b , and 6c		6d	914
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	916
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	885
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	142
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: 2E 2F 2G 2J 2K 2S 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 STATE INDUSTRIAL PRODUCTS SAVINGS AND INVESTMENT PLAN AND TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 STATE INDUSTRIAL PRODUCTS	D Employer Identification Number (EIN) 34-0552740

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
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure 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)

HIGHLAND CONSULTING ASSOCIATES INC

34-1753575

(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?
16 27	NONE	49694	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE VANGUARD GROUP, INC.

23-1945930

(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 16 25 37 38 52	NONE	23546	Yes ☒ No ☐	Yes ☒ No ☐	0	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
THE VANGUARD GROUP, INC.	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TURNER INVESTMENT PARTNERS, INC. 23-2841075	25 BPS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
THE VANGUARD GROUP, INC.	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TURNER INVESTMENT PARTNERS, INC. 23-2854709	25 BPS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
THE VANGUARD GROUP, INC.	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ARTISAN PARTNERS FUNDS 30-0551775	7 BPS	

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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2013 <hr/> 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>STATE INDUSTRIAL PRODUCTS SAVINGS AND INVESTMENT PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>STATE INDUSTRIAL PRODUCTS</u>	D Employer Identification Number (EIN) <u>34-0552740</u>	

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8525506</u>
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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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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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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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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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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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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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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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
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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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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>STATE INDUSTRIAL PRODUCTS SAVINGS AND INVESTMENT PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STATE INDUSTRIAL PRODUCTS</u>	D Employer Identification Number (EIN) <u>34-0552740</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	14496	0
(2) Participant contributions.....	1b(2)	72643	0
(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)	663404	691373
(9) Value of interest in common/collective trusts	1c(9)	10282496	8763095
(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)	37084290	45588982
(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	48117329	55043450

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	48117329	55043450
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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)	410149	
(B) Participants	2a(1)(B)	2076487	
(C) Others (including rollovers)	2a(1)(C)	169415	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2656051

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)	34778	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		34778

(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)	1363975	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1363975

(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)		-125909
(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)		7941546
c Other income.....	2c		2522
d Total income. Add all income amounts in column (b) and enter total.....	2d		11872963

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4849259	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	2929	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4852188
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		24555
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	70099	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		70099
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4946842

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6926121
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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan STATE INDUSTRIAL PRODUCTS SAVINGS AND INVESTMENT PLAN AND TRUST				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 STATE INDUSTRIAL PRODUCTS				D Employer Identification Number (EIN) 34-0552740	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-2186884					
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)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The State Industrial Products Savings and Investment Plan and Trust

**Financial Report
December 31, 2013**

The State Industrial Products Savings and Investment Plan and Trust

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Independent Auditor's Report

To the Plan Administrator
The State Industrial Products Savings and
Investment Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The State Industrial Products Savings and Investment Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits 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, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
The State Industrial Products Savings and
Investment Plan and Trust

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 assets held at end of year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

Plante & Morse, PLLC

Cleveland, Ohio
July 21, 2014

The State Industrial Products Savings and Investment Plan and Trust

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Mutual funds	\$ 45,588,982	\$ 37,084,290
Common collective trust fund	8,763,095	10,282,496
Total participant-directed investments	54,352,077	47,366,786
Contributions receivable:		
Employee	-	72,643
Employer	-	14,496
Total contributions receivable	-	87,139
Participant notes receivable	691,373	663,404
Net Assets Reflecting All Investments at Fair Value	55,043,450	48,117,329
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit-responsive Investment Contracts	(237,589)	(517,646)
Net Assets Available for Benefits	\$ 54,805,861	\$ 47,599,683

The State Industrial Products Savings and Investment Plan and Trust

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

Additions to Net Assets

Contributions:	
Employee	\$ 2,248,424
Employer	<u>410,149</u>
Total contributions	2,658,573
Investment income:	
Interest and dividends	1,518,123
Net realized and unrealized gains on mutual funds	<u>7,941,546</u>
Total investment income	9,459,669
Interest from participant notes receivable	<u>34,778</u>
Total additions	12,153,020

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	4,873,948
Administrative expenses	<u>72,894</u>
Total deductions	<u>4,946,842</u>

Net Increase 7,206,178

Net Assets Available for Benefits

Beginning of year	<u>47,599,683</u>
End of year	<u><u>\$ 54,805,861</u></u>

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of The State Industrial Products Savings and Investment Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of State Industrial Products (the "Company") who work in the continental United States, have completed three months of service, and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax-deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute up to 100 percent of their compensation on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan also allows for employer contributions in the form of a matching contribution and a discretionary profit-sharing contribution. During 2013, the Company matched 50 percent of the first 1 percent and 25 percent of the next 4 percent of a participant's base compensation, up to a maximum of 1.5 percent of base compensation.

Subsequent to year end (effective January 1, 2014), the Company increased the matching contribution to 100 percent of the first 1 percent and 50 percent of the next 4 percent of a participant's base compensation, up to a maximum of 3 percent of base compensation.

In addition, the Company may, but is not required to, make a discretionary profit-sharing contribution to the Plan. Such discretionary profit-sharing contributions are made at the option of the Company's board of directors. The Company did not make a profit-sharing contribution during 2013 and 2012.

Vesting - Participants hired prior to May 31, 2000 are immediately vested in their contributions and the Company's matching contributions plus actual earnings thereon. Participants hired after May 30, 2000 are immediately vested in their contributions and become 100 percent vested in the Company's matching contributions incrementally over a six-year period of credited service. A participant is 100 percent vested in the profit-sharing contribution portion of his or her account incrementally over a five-year period of credited service.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment in the form of a lump-sum or installment payment if the participant's vested account balance exceeds \$1,000. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to his or her vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available note options and available distributions prior to requesting a hardship withdrawal.

Participant Notes Receivable - Participants may borrow against their vested account balances a minimum of \$750 up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's vested account balance. Notes are repaid with interest to the participant's account. Participants may select the repayment period for their notes; the maximum number of years permitted for repayment of a loan is five years. Notes are secured by the balance in the participant's vested account balance and bear interest at the prime interest rate plus one percent. Principal and interest are paid ratably through payroll deductions.

Participant Accounts - Each participant's account is credited with the participant contributions and allocations of the Company's contributions, plan earnings, and forfeitures of terminated participants' nonvested accounts and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future expenses, at the discretion of the Company.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Vanguard Fiduciary Trust Company or its affiliates. Vanguard Fiduciary Trust Company is the trustee of the Plan and therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan agreement and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The Plan's interest in the common collective trust fund is based on its proportionate ownership interest in the fair value of the common collective trust fund. The common collective trust fund primarily holds guaranteed investment contracts, fixed-income securities, and derivatives. The fair value of the guaranteed investment contracts is based on current yields of similar instruments with comparable durations taking into account the contract terms including interest reset intervals and the credit rating of the issuer. The fair value of the fixed-income securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of a wrapper contract provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Administrative Expenses - Various administrative costs are paid by the Company.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including July 21, 2014, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Vanguard Fiduciary Trust Company (the "Trustee") holds the Plan's investment assets and participant notes receivable and executes related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments as of December 31, 2013 and 2012 are as follows:

	2013	2012
Mutual funds - At fair value:		
Vanguard 500 Index Fund Investor Shares	\$ 5,382,342	\$ 4,493,376
Vanguard PRIMECAP Fund Investor Shares	5,394,871	4,188,412
Vanguard STAR Fund	2,916,761	2,696,168
Vanguard Target Retirement 2045 Fund	2,919,366	2,313,964
Vanguard Total Bond Market Index Fund Investor Shares	2,549,885	3,183,386
Common collective trust fund - At contract value -		
Vanguard Retirement Savings Trust	8,525,506	9,764,850

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Level 3	Balance at December 31, 2013
Mutual funds:				
Equity funds	\$ 21,704,162	\$ -	\$ -	\$ 21,704,162
Lifecycle funds	13,975,611	-	-	13,975,611
Index funds	5,382,342	-	-	5,382,342
Bond and money market funds	2,771,984	-	-	2,771,984
International funds	1,754,883	-	-	1,754,883
Common collective trust fund - Stable value fund (1)	-	8,763,095	-	8,763,095
Total	<u>\$ 45,588,982</u>	<u>\$ 8,763,095</u>	<u>\$ -</u>	<u>\$ 54,352,077</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Equity funds	\$ 17,178,337	\$ -	\$ -	\$ 17,178,337
Lifecycle funds	10,162,236	-	-	10,162,236
Index funds	4,493,376	-	-	4,493,376
Bond and money market funds	3,872,130	-	-	3,872,130
International funds	1,378,211	-	-	1,378,211
Common collective trust fund - Stable value fund (1)	-	10,282,496	-	10,282,496
Total	<u>\$ 37,084,290</u>	<u>\$ 10,282,496</u>	<u>\$ -</u>	<u>\$ 47,366,786</u>

- (1) This class represents investments in an actively managed common collective trust fund that invests primarily in investment contracts and a variety of fixed-income investments, which may include corporate bonds, both U.S. and non-U.S. municipal securities, wrapper contracts, and other derivative instruments. There were no unfunded commitments or redemption restrictions related to the investment.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2013.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Reconciliation to Form 5500

The net assets on the financial statements differ from the net assets on Form 5500 due to a common collective trust fund being recorded at contract value on the financial statements and at fair value on Form 5500. The net assets on the financial statements were lower than Form 5500 at December 31, 2013 and 2012 by approximately \$238,000 and \$518,000, respectively. Additionally, the investment income on Form 5500 for the year ended December 31, 2013 is lower than the financial statements by approximately \$280,000.

The State Industrial Products Savings and Investment Plan and Trust

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 34-0552740, Plan No. 001 December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
American Beacon	American Beacon Large Cap Value Fund	*	\$ 1,436,435
American Funds	American Funds: New Perspective Fund Class A	*	1,571,711
Artisan	Artisan International Fund, Investor Class	*	703,271
Harbor	Harbor Capital Appreciation Fund, Admin Shares	*	2,351,105
Harbor	Harbor International Fund; Institutional Shares	*	521,366
Hartford	Hartford Small Cap Growth Fund; Class Y	*	321,736
Janus	Janus Triton Fund; Class T	*	1,328,048
MetWest	Metropolitan West Total Return Bond M	*	13,190
Neuberger Berman	Neuberger Berman Genesis Trust	*	2,163,084
Northern Funds	Northern Small Cap Value Fund	*	355,438
**Vanguard	Vanguard 500 Index Fund Investor Shares	*	5,382,342
**Vanguard	Vanguard Capital Opportunity Fund Investor	*	1,123,583
**Vanguard	Vanguard Inflation-Protected Securities Fund Inves	*	122,434
**Vanguard	Vanguard Mid-Cap Index Fund Investor Shares	*	482,383
**Vanguard	Vanguard PRIMECAP Fund Investor Shares	*	5,394,871
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**Vanguard	Vanguard Target Retirement 2060 Fund	*	29,432
**Vanguard	Vanguard Target Retirement Income	*	1,658,731
**Vanguard	Vanguard Total Bond Market Index Fund Investor Shares	*	2,549,885
**Vanguard	Vanguard Total International Stock Index Fund	*	530,246
**Vanguard	Common collective trust fund - Vanguard Retirement Savings Trust	*	8,763,095
Participants	Participant notes receivable with interest rates ranging from 4.25 to 9.25 percent	-	691,373
	Total		\$ 55,043,450

* Cost information not required

** Indicates a party-in-interest

The State Industrial Products Savings and Investment Plan and Trust

**Financial Report
December 31, 2013**

The State Industrial Products Savings and Investment Plan and Trust

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Independent Auditor's Report

To the Plan Administrator
The State Industrial Products Savings and
Investment Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The State Industrial Products Savings and Investment Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits 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, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
The State Industrial Products Savings and
Investment Plan and Trust

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 assets held at end of year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

Plante & Morse, PLLC

Cleveland, Ohio
July 21, 2014

The State Industrial Products Savings and Investment Plan and Trust

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Mutual funds	\$ 45,588,982	\$ 37,084,290
Common collective trust fund	8,763,095	10,282,496
Total participant-directed investments	54,352,077	47,366,786
Contributions receivable:		
Employee	-	72,643
Employer	-	14,496
Total contributions receivable	-	87,139
Participant notes receivable	691,373	663,404
Net Assets Reflecting All Investments at Fair Value	55,043,450	48,117,329
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit- responsive Investment Contracts	(237,589)	(517,646)
Net Assets Available for Benefits	\$ 54,805,861	\$ 47,599,683

The State Industrial Products Savings and Investment Plan and Trust

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

Additions to Net Assets

Contributions:

Employee	\$ 2,248,424
Employer	<u>410,149</u>

Total contributions 2,658,573

Investment income:

Interest and dividends	1,518,123
Net realized and unrealized gains on mutual funds	<u>7,941,546</u>

Total investment income 9,459,669

Interest from participant notes receivable 34,778

Total additions 12,153,020

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	4,873,948
Administrative expenses	<u>72,894</u>

Total deductions 4,946,842

Net Increase 7,206,178

Net Assets Available for Benefits

Beginning of year	<u>47,599,683</u>
End of year	<u><u>\$ 54,805,861</u></u>

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of The State Industrial Products Savings and Investment Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of State Industrial Products (the "Company") who work in the continental United States, have completed three months of service, and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax-deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute up to 100 percent of their compensation on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan also allows for employer contributions in the form of a matching contribution and a discretionary profit-sharing contribution. During 2013, the Company matched 50 percent of the first 1 percent and 25 percent of the next 4 percent of a participant's base compensation, up to a maximum of 1.5 percent of base compensation.

Subsequent to year end (effective January 1, 2014), the Company increased the matching contribution to 100 percent of the first 1 percent and 50 percent of the next 4 percent of a participant's base compensation, up to a maximum of 3 percent of base compensation.

In addition, the Company may, but is not required to, make a discretionary profit-sharing contribution to the Plan. Such discretionary profit-sharing contributions are made at the option of the Company's board of directors. The Company did not make a profit-sharing contribution during 2013 and 2012.

Vesting - Participants hired prior to May 31, 2000 are immediately vested in their contributions and the Company's matching contributions plus actual earnings thereon. Participants hired after May 30, 2000 are immediately vested in their contributions and become 100 percent vested in the Company's matching contributions incrementally over a six-year period of credited service. A participant is 100 percent vested in the profit-sharing contribution portion of his or her account incrementally over a five-year period of credited service.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment in the form of a lump-sum or installment payment if the participant's vested account balance exceeds \$1,000. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to his or her vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available note options and available distributions prior to requesting a hardship withdrawal.

Participant Notes Receivable - Participants may borrow against their vested account balances a minimum of \$750 up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's vested account balance. Notes are repaid with interest to the participant's account. Participants may select the repayment period for their notes; the maximum number of years permitted for repayment of a loan is five years. Notes are secured by the balance in the participant's vested account balance and bear interest at the prime interest rate plus one percent. Principal and interest are paid ratably through payroll deductions.

Participant Accounts - Each participant's account is credited with the participant contributions and allocations of the Company's contributions, plan earnings, and forfeitures of terminated participants' nonvested accounts and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future expenses, at the discretion of the Company.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Vanguard Fiduciary Trust Company or its affiliates. Vanguard Fiduciary Trust Company is the trustee of the Plan and therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan agreement and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The Plan's interest in the common collective trust fund is based on its proportionate ownership interest in the fair value of the common collective trust fund. The common collective trust fund primarily holds guaranteed investment contracts, fixed-income securities, and derivatives. The fair value of the guaranteed investment contracts is based on current yields of similar instruments with comparable durations taking into account the contract terms including interest reset intervals and the credit rating of the issuer. The fair value of the fixed-income securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of a wrapper contract provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Administrative Expenses - Various administrative costs are paid by the Company.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including July 21, 2014, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Vanguard Fiduciary Trust Company (the "Trustee") holds the Plan's investment assets and participant notes receivable and executes related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments as of December 31, 2013 and 2012 are as follows:

	2013	2012
Mutual funds - At fair value:		
Vanguard 500 Index Fund Investor Shares	\$ 5,382,342	\$ 4,493,376
Vanguard PRIMECAP Fund Investor Shares	5,394,871	4,188,412
Vanguard STAR Fund	2,916,761	2,696,168
Vanguard Target Retirement 2045 Fund	2,919,366	2,313,964
Vanguard Total Bond Market Index Fund Investor Shares	2,549,885	3,183,386
Common collective trust fund - At contract value -		
Vanguard Retirement Savings Trust	8,525,506	9,764,850

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

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The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

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The State Industrial Products Savings and Investment Plan and Trust

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The State Industrial Products Savings and Investment Plan and Trust

**Financial Report
December 31, 2013**

The State Industrial Products Savings and Investment Plan and Trust

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The State Industrial Products Savings and
Investment Plan and Trust

Report on the Financial Statements

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Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
The State Industrial Products Savings and
Investment Plan and Trust

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 assets held at end of year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

Plante & Morse, PLLC

Cleveland, Ohio
July 21, 2014

The State Industrial Products Savings and Investment Plan and Trust

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Mutual funds	\$ 45,588,982	\$ 37,084,290
Common collective trust fund	8,763,095	10,282,496
Total participant-directed investments	54,352,077	47,366,786
Contributions receivable:		
Employee	-	72,643
Employer	-	14,496
Total contributions receivable	-	87,139
Participant notes receivable	691,373	663,404
Net Assets Reflecting All Investments at Fair Value	55,043,450	48,117,329
Adjustment from Fair Value to Contract Value for Interest in Common Collective Trust Fund Relating to Fully Benefit-responsive Investment Contracts	(237,589)	(517,646)
Net Assets Available for Benefits	\$ 54,805,861	\$ 47,599,683

The State Industrial Products Savings and Investment Plan and Trust

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

Additions to Net Assets

Contributions:	
Employee	\$ 2,248,424
Employer	<u>410,149</u>
Total contributions	2,658,573
Investment income:	
Interest and dividends	1,518,123
Net realized and unrealized gains on mutual funds	<u>7,941,546</u>
Total investment income	9,459,669
Interest from participant notes receivable	<u>34,778</u>
Total additions	12,153,020

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	4,873,948
Administrative expenses	<u>72,894</u>
Total deductions	<u>4,946,842</u>

Net Increase 7,206,178

Net Assets Available for Benefits

Beginning of year	<u>47,599,683</u>
End of year	<u><u>\$ 54,805,861</u></u>

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

The following description of The State Industrial Products Savings and Investment Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of State Industrial Products (the "Company") who work in the continental United States, have completed three months of service, and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax-deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute up to 100 percent of their compensation on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Plan also allows for employer contributions in the form of a matching contribution and a discretionary profit-sharing contribution. During 2013, the Company matched 50 percent of the first 1 percent and 25 percent of the next 4 percent of a participant's base compensation, up to a maximum of 1.5 percent of base compensation.

Subsequent to year end (effective January 1, 2014), the Company increased the matching contribution to 100 percent of the first 1 percent and 50 percent of the next 4 percent of a participant's base compensation, up to a maximum of 3 percent of base compensation.

In addition, the Company may, but is not required to, make a discretionary profit-sharing contribution to the Plan. Such discretionary profit-sharing contributions are made at the option of the Company's board of directors. The Company did not make a profit-sharing contribution during 2013 and 2012.

Vesting - Participants hired prior to May 31, 2000 are immediately vested in their contributions and the Company's matching contributions plus actual earnings thereon. Participants hired after May 30, 2000 are immediately vested in their contributions and become 100 percent vested in the Company's matching contributions incrementally over a six-year period of credited service. A participant is 100 percent vested in the profit-sharing contribution portion of his or her account incrementally over a five-year period of credited service.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment in the form of a lump-sum or installment payment if the participant's vested account balance exceeds \$1,000. A participant whose vested account balance is \$1,000 or less and has not commenced receiving installment payments will automatically receive an immediate lump-sum distribution equal to his or her vested account balance.

In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available note options and available distributions prior to requesting a hardship withdrawal.

Participant Notes Receivable - Participants may borrow against their vested account balances a minimum of \$750 up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's vested account balance. Notes are repaid with interest to the participant's account. Participants may select the repayment period for their notes; the maximum number of years permitted for repayment of a loan is five years. Notes are secured by the balance in the participant's vested account balance and bear interest at the prime interest rate plus one percent. Principal and interest are paid ratably through payroll deductions.

Participant Accounts - Each participant's account is credited with the participant contributions and allocations of the Company's contributions, plan earnings, and forfeitures of terminated participants' nonvested accounts and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future expenses, at the discretion of the Company.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Vanguard Fiduciary Trust Company or its affiliates. Vanguard Fiduciary Trust Company is the trustee of the Plan and therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan agreement and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value except as noted below. The common collective trust fund investment is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the common collective trust fund is based on the fair value of the underlying net assets at the measurement date by the issuer of the fund. The Plan's interest in the common collective trust fund is based on its proportionate ownership interest in the fair value of the common collective trust fund. The common collective trust fund primarily holds guaranteed investment contracts, fixed-income securities, and derivatives. The fair value of the guaranteed investment contracts is based on current yields of similar instruments with comparable durations taking into account the contract terms including interest reset intervals and the credit rating of the issuer. The fair value of the fixed-income securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. The fair value of a wrapper contract provided by the contract issuer is based on the replacement cost methodology, which is the present value of the difference between the replacement wrapper fee and the contracted wrapper fee.

All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments - Benefits are recorded when paid.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Administrative Expenses - Various administrative costs are paid by the Company.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including July 21, 2014, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Vanguard Fiduciary Trust Company (the "Trustee") holds the Plan's investment assets and participant notes receivable and executes related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments as of December 31, 2013 and 2012 are as follows:

	2013	2012
Mutual funds - At fair value:		
Vanguard 500 Index Fund Investor Shares	\$ 5,382,342	\$ 4,493,376
Vanguard PRIMECAP Fund Investor Shares	5,394,871	4,188,412
Vanguard STAR Fund	2,916,761	2,696,168
Vanguard Target Retirement 2045 Fund	2,919,366	2,313,964
Vanguard Total Bond Market Index Fund Investor Shares	2,549,885	3,183,386
Common collective trust fund - At contract value -		
Vanguard Retirement Savings Trust	8,525,506	9,764,850

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 4 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Level 3	Balance at December 31, 2013
Mutual funds:				
Equity funds	\$ 21,704,162	\$ -	\$ -	\$ 21,704,162
Lifecycle funds	13,975,611	-	-	13,975,611
Index funds	5,382,342	-	-	5,382,342
Bond and money market funds	2,771,984	-	-	2,771,984
International funds	1,754,883	-	-	1,754,883
Common collective trust fund - Stable value fund (1)	-	8,763,095	-	8,763,095
Total	<u>\$ 45,588,982</u>	<u>\$ 8,763,095</u>	<u>\$ -</u>	<u>\$ 54,352,077</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Equity funds	\$ 17,178,337	\$ -	\$ -	\$ 17,178,337
Lifecycle funds	10,162,236	-	-	10,162,236
Index funds	4,493,376	-	-	4,493,376
Bond and money market funds	3,872,130	-	-	3,872,130
International funds	1,378,211	-	-	1,378,211
Common collective trust fund - Stable value fund (1)	-	10,282,496	-	10,282,496
Total	<u>\$ 37,084,290</u>	<u>\$ 10,282,496</u>	<u>\$ -</u>	<u>\$ 47,366,786</u>

- (1) This class represents investments in an actively managed common collective trust fund that invests primarily in investment contracts and a variety of fixed-income investments, which may include corporate bonds, both U.S. and non-U.S. municipal securities, wrapper contracts, and other derivative instruments. There were no unfunded commitments or redemption restrictions related to the investment.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2013.

The State Industrial Products Savings and Investment Plan and Trust

Notes to Financial Statements December 31, 2013 and 2012

Note 6 - Reconciliation to Form 5500

The net assets on the financial statements differ from the net assets on Form 5500 due to a common collective trust fund being recorded at contract value on the financial statements and at fair value on Form 5500. The net assets on the financial statements were lower than Form 5500 at December 31, 2013 and 2012 by approximately \$238,000 and \$518,000, respectively. Additionally, the investment income on Form 5500 for the year ended December 31, 2013 is lower than the financial statements by approximately \$280,000.

The State Industrial Products Savings and Investment Plan and Trust

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4i EIN 34-0552740, Plan No. 001 December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
American Beacon	American Beacon Large Cap Value Fund	*	\$ 1,436,435
American Funds	American Funds: New Perspective Fund Class A	*	1,571,711
Artisan	Artisan International Fund, Investor Class	*	703,271
Harbor	Harbor Capital Appreciation Fund, Admin Shares	*	2,351,105
Harbor	Harbor International Fund; Institutional Shares	*	521,366
Hartford	Hartford Small Cap Growth Fund; Class Y	*	321,736
Janus	Janus Triton Fund; Class T	*	1,328,048
MetWest	Metropolitan West Total Return Bond M	*	13,190
Neuberger Berman	Neuberger Berman Genesis Trust	*	2,163,084
Northern Funds	Northern Small Cap Value Fund	*	355,438
**Vanguard	Vanguard 500 Index Fund Investor Shares	*	5,382,342
**Vanguard	Vanguard Capital Opportunity Fund Investor	*	1,123,583
**Vanguard	Vanguard Inflation-Protected Securities Fund Inves	*	122,434
**Vanguard	Vanguard Mid-Cap Index Fund Investor Shares	*	482,383
**Vanguard	Vanguard PRIMECAP Fund Investor Shares	*	5,394,871
**Vanguard	Vanguard Prime Money Market Fund	*	86,475
**Vanguard	Vanguard STAR Fund	*	2,916,761
**Vanguard	Vanguard Selected Value Fund	*	1,783,833
**Vanguard	Vanguard Small-Cap Index Fund Investor Shares	*	475,174
**Vanguard	Vanguard Target Retirement 2010 Fund	*	176,769
**Vanguard	Vanguard Target Retirement 2015 Fund	*	1,614,600
**Vanguard	Vanguard Target Retirement 2020 Fund	*	787,775
**Vanguard	Vanguard Target Retirement 2025 Fund	*	2,155,492
**Vanguard	Vanguard Target Retirement 2030 Fund	*	1,046,347
**Vanguard	Vanguard Target Retirement 2035 Fund	*	1,902,581
**Vanguard	Vanguard Target Retirement 2040 Fund	*	1,120,463
**Vanguard	Vanguard Target Retirement 2045 Fund	*	2,919,366
**Vanguard	Vanguard Target Retirement 2050 Fund	*	411,473
**Vanguard	Vanguard Target Retirement 2055 Fund	*	152,582
**Vanguard	Vanguard Target Retirement 2060 Fund	*	29,432
**Vanguard	Vanguard Target Retirement Income	*	1,658,731
**Vanguard	Vanguard Total Bond Market Index Fund Investor Shares	*	2,549,885
**Vanguard	Vanguard Total International Stock Index Fund	*	530,246
**Vanguard	Common collective trust fund - Vanguard Retirement Savings Trust	*	8,763,095
Participants	Participant notes receivable with interest rates ranging from 4.25 to 9.25 percent	-	691,373
	Total		\$ 55,043,450

* Cost information not required

** Indicates a party-in-interest