# 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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 07/01/1984

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

LAPHAM-HICKEY STEEL CORP

5500 WEST 73RD STREET
CHICAGO, IL 60638-0000

**2b** Employer Identification Number (EIN)
36-2338813

**2c** Sponsor's telephone number
708-496-6111

**2d** Business code (see instructions)
423500

**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. | 09/04/2014 | ROBERT PILAND |
| | **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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **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: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 626 |
| **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** | 556 |
| **b** | Retired or separated participants receiving benefits | **6b** | 7 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 59 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 622 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 3 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 625 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 407 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 21 |
| **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 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) | | **9b** Plan benefit arrangement (check all that apply) | |
|---|---|---|---|
| **(1)** | [ ] Insurance | **(1)** | [ ] Insurance |
| **(2)** | [ ] Code section 412(e)(3) insurance contracts | **(2)** | [ ] Code section 412(e)(3) insurance contracts |
| **(3)** | [X] Trust | **(3)** | [X] Trust |
| **(4)** | [ ] General assets of the sponsor | **(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)** [X] **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)** [X] **H** (Financial Information)

**(2)** [ ] **I** (Financial Information – Small Plan)

**(3)** [ ] ___ **A** (Insurance Information)

**(4)** [X] **C** (Service Provider Information)

**(5)** [ ] **D** (DFE/Participating Plan Information)

**(6)** [ ] **G** (Financial Transaction Schedules)

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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 | **B** Three-digit plan number (PN) ▶ |
|---|---|
| THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP | 003 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number (EIN) |
| LAPHAM-HICKEY STEEL CORP | 36-2338813 |

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MASSMUTUAL RETIREMENT SERVICES, LLC

26-1589907

| (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 37 38 49 50 64 65 99 | N/A | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 39701 | Yes [ ] No [X] |

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

CLIFTON LARSON ALLEN, LLP

41-0746746

| (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? |
|---|---|---|---|---|---|---|
| 10 50 | N/A | 12500 | Yes [X] No [ ] | Yes [ ] No [X] | 0 | Yes [ ] No [X] |

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

RELIANCE TRUST COMPANY

58-1428634

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 19 25 99 | N/A | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 1291 | Yes [ ] No [X] |

**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)

BANK OF AMERICA CORPORATION

94-1687665

| (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? |
|---|---|---|---|---|---|---|
| 59 60 63 | N/A | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 46210 | Yes [ ] No [X] |

**(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 |
|---|---|---|
| MASSMUTUAL RETIREMENT SERVICES | 15 | 39701 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| BANK OF AMERICA CORPORATION<br><br>94-1687665 | SEE FORM 5500 SCHD C REPORT |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| RELIANCE TRUST COMPANY | 19 25 99 | 1291 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MASSMUTUAL RETIREMENT SERVICES<br><br>26-1589907 | SEE FORM 5500 SCHD C REPORT |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| BANK OF AMERICA CORPORATION | 59 60 63 | 46210 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| SEE ATTACHED FORM SCHEDULE C REPORT<br><br>94-1687665 | SEE FROM 5500 SCHED C REPORT |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **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 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**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
LAPHAM-HICKEY STEEL CORP

**D** Employer Identification Number (EIN)
36-2338813

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 23702271 | 28037377 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(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 | 23702271 | 28037377 |
| | **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 through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 23702271 | 28037377 |

## Part II Income and Expense Statement

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

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 561788 | |
| | **(B)** Participants | 2a(1)(B) | 1081041 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1642829 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 0 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 850363 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 850363 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 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) | | |
| (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) | | 3923953 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 6417145 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 2029211 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 2029211 |
| f Corrective distributions (see instructions) | 2f | | 40328 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 12500 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 12500 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 2082039 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 4335106 |
| 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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

**(1)** Name: CLIFTON LARSON ALLEN, LLP **(2)** EIN: 41-0746749

**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:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **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.) | 4a | X | | 17 |
| **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.) | 4b | | X | |

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

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

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

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

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

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
LAPHAM-HICKEY STEEL CORP

**D** Employer Identification Number (EIN)
36-2338813

## 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** 0

**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): 06-0974148

**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 of 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**

## 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 SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.

**Chicago, Illinois**

## FINANCIAL STATEMENTS

**December 31, 2013 and 2012**

CliftonLarsonAllen

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CliftonLarsonAllen LLP
1301 West 22nd Street, Suite 1100
Oak Brook, IL 60523
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# INDEPENDENT AUDITORS' REPORT

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.
Chicago, Illinois

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 4, which was certified by Reliance Trust Company (Reliance), on behalf of Bank of America, N.A., the Trustee of the Plan, 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 executes investment transactions. The Plan administrator has obtained a certification from Reliance on behalf of the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.

***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) and schedule of delinquent participant contributions as of December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

**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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Oak Brook, Illinois
August 1, 2014

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Participant-directed investments, at fair value | $ 28,037,377 | $ 23,702,271 |
| Receivables: | | |
| Employer contributions | 42 | 18 |
| Participant contributions | 120 | 18 |
| Total receivables | 162 | 36 |
| Total assets | 28,037,539 | 23,702,307 |
| **LIABILITIES** | | |
| Excess contributions payable | 2,652 | 40,328 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO:** | | |
| Investment income | $ 4,774,316 | $ 2,460,717 |
| Contributions: | | |
| Employer | 561,812 | 523,035 |
| Participants | 1,081,143 | 1,041,789 |
| Total contributions | 1,642,955 | 1,564,824 |
| Total additions | 6,417,271 | 4,025,541 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| Benefits paid to participants | 2,031,863 | 2,037,394 |
| Administrative expenses | 12,500 | 12,100 |
| Total deductions | 2,044,363 | 2,049,494 |
| **NET INCREASE** | 4,372,908 | 1,976,047 |
| **NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR** | 23,661,979 | 21,685,932 |
| **NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2013 and 2012**

## NOTE 1 - PLAN DESCRIPTION

The following description of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan established to provide deferred compensation benefits to eligible employees of Lapham-Hickey Steel Corp. (the “Employer”). Effective January 1, 2011, the Employer adopted a non-standardized form of a prototype plan sponsored by Hartford Retirement Services, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Participation

Employees who have reached age 18 are eligible to participate in employee deferrals and Employer matching contributions on the first day of the month following the completion of three months of service. Employees covered by a collective bargaining agreement that have not bargained for retirement benefits and leased employees are not eligible to participate.

### Contributions

Participants may make pre-tax and/or after-tax voluntary contributions up to 75% of his/her compensation, subject to limitations imposed by the Internal Revenue Code (IRC). Participants that attain age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer will make a 100% matching contribution for the first 3.5% of a participant’s contribution. Employee catch-up contributions are not eligible for the Employer match.

### Participant Accounts

Each participant's account is credited or charged with the participant’s contributions, the Employer’s contributions, and investment earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant 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.

### Vesting

Participants are immediately vested in his/her voluntary contributions plus actual earnings thereon. Vesting in the Employer’s matching contributions and earnings thereon is based on years of continuous service. A participant becomes fully vested after three years of service, with no vesting prior to three years of service. The nonvested balance is forfeited upon termination of service.

**NOTE 1 - PLAN DESCRIPTION** (continued)

**Participants' Investment Options**

Participants can direct his/her salary deferral and Employer contributions to selected investments as made available by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options. Participants may change his/her investment options at any time.

**Payment of Benefits**

Upon termination of service due to death, disability, retirement on or after the normal retirement age, or termination of service due to other reasons, a participant may receive the value of the vested interest in his/her account as a lump-sum distribution. The Plan's provisions also provide for in-service withdrawals and withdrawals in the event of financial hardship, as defined by the Plan. Terminated participants with an account balance of less than $5,000 are subject to involuntary cash-outs.

**Forfeitures**

Forfeitures are used to reduce Employer contributions. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $2,015 and $2,839, respectively. In 2013 and 2012, Employer contributions were reduced by $24,126 and $16,996, respectively, from forfeited nonvested accounts.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Plan are prepared under the accrual method of accounting.

**Use of Estimates in Preparing Financial Statements**

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 changes therein. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Quoted market prices are used to value mutual funds. Money market funds are valued at cost, which approximates fair value. See Note 3 for discussion of fair value measurements.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Investment Valuation and Income Recognition** (continued)

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Payment of Benefits**

Benefit payments to participants are recorded upon distribution.

**Administrative Expenses**

Administrative expenses are paid by the participants out of the assets of the Plan and by the Employer. Although the Employer has elected to pay some administrative costs, it is not obligated to do so. If the Employer ceases to pay all or part of these costs in the future, they will be paid out of the assets of the Plan.

**Excess Contributions**

Refunds of excess participant deferral contributions and forfeited employer matching contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and as additional benefits paid in the Plan year in which the excess deferrals were made to the Plan.

**NOTE 3 - FAIR VALUE MEASUREMENTS**

The Plan measures, monitors, and discloses its assets on a fair value basis in accordance with Financial Accounting Standards Board Accounting Standards Codification 820 (FASB ASC 820), *Fair Value Measurement and Disclosures.* FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Valuations based on quoted prices for identical assets or liabilities in active markets;
- Level 2 - Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets; and

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models, and similar techniques not based on market, exchange, dealer, or broker-traded transactions.

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

The following is a description of the valuation methodologies used for instruments measured at fair value and their classification in the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 or 2012.

- Mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Mutual funds are considered Level 1 investments.
- Money market funds are valued at cost, which approximates fair value. Money market funds are considered Level 1 investments.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2013** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 1,344,684 | $ - | $ - | $ 1,344,684 |
| Mid cap blend | 6,856,967 | - | - | 6,856,967 |
| Intermediate-term bond | 1,818,244 | - | - | 1,818,244 |
| Moderate allocation | 5,049,781 | - | - | 5,049,781 |
| Large blend | 6,083,265 | - | - | 6,083,265 |
| Target date | 2,958,597 | - | - | 2,958,597 |
| Foreign large blend | 432,696 | - | - | 432,696 |
| **Money market funds:** | | | | |
| Retirement reserves | 3,493,143 | - | - | 3,493,143 |
| **Total assets at fair value** | $ 28,037,377 | $ - | $ - | $ 28,037,377 |

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2012** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 798,985 | $ - | $ - | $ 798,985 |
| Mid cap blend | 4,962,880 | - | - | 4,962,880 |
| Intermediate-term bond | 2,479,785 | - | - | 2,479,785 |
| Moderate allocation | 4,296,419 | - | - | 4,296,419 |
| Large blend | 4,327,103 | - | - | 4,327,103 |
| Target date | 2,521,554 | - | - | 2,521,554 |
| Foreign large blend | 243,202 | - | - | 243,202 |
| **Money market funds:** | | | | |
| Cash reserves | 4,072,343 | - | - | 4,072,343 |
| **Total assets at fair value** | $ 23,702,271 | $ - | $ - | $ 23,702,271 |

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan management 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.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Reliance Trust Company, on behalf of the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

a. Investments at fair value as shown in the accompanying Statements of Net Assets Available for Benefits of $28,037,377 and $23,702,271 as of December 31, 2013 and 2012, respectively.

b. Investment income as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of $4,774,316 and $2,460,717 for the years ended December 31, 2013 and 2012, respectively.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE** (continued)

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

| | 2013 | 2012 |
|---|---|---|
| **Mutual funds**: | | |
| American Funds Income Fund of America | $ 5,049,781 | $ 4,296,419 |
| Columbia Large Cap Enhanced Core Fund Z | 6,083,265 | 4,327,103 |
| Columbia Mid Cap Index Z | 6,856,967 | 4,962,880 |
| Columbia Intermediate Bond Z | 1,818,244 | 2,479,785 |
| Fidelity Advisor Freedom 2025 | * | 1,229,138 |
| **Money market funds**: | | |
| BlackRock Retirement Reserves Money Fund | 3,493,143 | 4,072,343 |

* Investment did not represent 5% of more of the Plan's assets in the year indicated.

Investment income is comprised of the following for the years ended December 31:

| | 2013 | 2012 |
|---|---|---|
| **Interest and dividends** | | |
| Mutual funds | $ 849,685 | $ 743,515 |
| Money market funds | 128 | 135 |
| **Net appreciation (depreciation) in fair value of Investments:** | | |
| Mutual funds | 3,924,503 | 1,717,071 |
| Money market funds | - | (4) |
| **Total investment income** | $ 4,774,316 | $ 2,460,717 |

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustee to the related information included in the financial statements and supplemental schedule.

**NOTE 5 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employer reserves the right to alter, amend, or terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in his/her accounts. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Employer may determine.

## NOTE 6 - RELATED PARTY TRANSACTIONS

Certain employees of the Company provide administrative services to the Plan that are not reimbursed by the Plan.

## NOTE 7 - TAX STATUS

The Plan adopted a non-standardized prototype plan sponsored by Hartford Retirement Services, LLC which received a favorable determination letter from the Internal Revenue Service (IRS) on March 31, 2008 which stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since relying on the prototype determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE 8 - 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 the amounts reported in the Statements of Net Assets Available for Benefits.

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 28,034,887 | $ 23,661,979 |
| Excess contributions payable | 2,652 | 40,328 |
| Contributions receivable | (162) | (36) |
| **Net assets available for benefits per Form 5500** | $ 28,037,377 | $ 23,702,271 |

**NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500** (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 4,372,908 | $ 1,976,047 |
| Net change in excess contributions payable | (37,676) | 40,328 |
| Net change in contributions receivable | (126) | (36) |
| **Net increase in net assets available for benefits per Form 5500** | $ 4,335,106 | $ 2,016,339 |

**NOTE 10 - SUBSEQUENT EVENTS**

Management evaluated subsequent events through August 1, 2014, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2013, but prior to August 1, 2014 that provided additional evidence about conditions that existed at December 31, 2013, have been recognized in the financial statements for the year ended December 31, 2013. Events or transactions that provided evidence about conditions that did not exist at December 31, 2013, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2013.

## SUPPLEMENTAL INFORMATION

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**PLAN EMPLOYER ID 36-2338813 PLAN NUMBER #003**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | | **Mutual funds:** | | |
| | American Funds | Income Fund of America | (1) | $ 5,049,781 |
| | American Funds | EuroPacific Growth R3 | (1) | 432,696 |
| | Columbia | Large Cap Enhanced Core Fund Z | (1) | 6,083,265 |
| | Columbia | Mid Cap Index Z | (1) | 6,856,967 |
| | Fidelity | Advisor Freedom 2005 | (1) | 224,152 |
| | Fidelity | Advisor Freedom 2015 | (1) | 600,890 |
| | Fidelity | Advisor Freedom 2025 | (1) | 1,358,307 |
| | Fidelity | Advisor Freedom 2035 | (1) | 775,248 |
| | Columbia | Small Cap Index Z | (1) | 1,344,684 |
| | Columbia | Intermediate Bond Z | (1) | 1,818,244 |
| | | **Money market funds:** | | |
| | BlackRock | Retirement Reserves Money Fund | (1) | 3,493,143 |
| **TOTAL ASSETS HELD FOR INVESTMENT PURPOSES** | | | | $ 28,037,377 |

The above information has been certified as complete and accurate by Reliance Trust Company on behalf of Bank of America, N.A., the Trustee of the Plan.

Note: Column (a) is blank as there were no parties-in-interest.

(1) Cost information may be omitted as the investments are participant-directed.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**
**Year Ended December 31, 2013**

**EIN: 36-2338813**
**Plan Number: 003**

<table>
<tr><td>Participant contributions transferred late to the Plan:<br>$17</td><td colspan="3">Total that constitutes non-exempt prohibited transactions:<br>$17</td><td rowspan="2">Total fully corrected under VFCP and PTE 2002-51<br>$0</td></tr>
<tr><td>Check here if late participant loan contributions are included ☐</td><td>Contributions not corrected:<br>$0</td><td>Contributions corrected outside VFCP:<br>$17</td><td>Contributions pending correction in VFCP:<br>$0</td></tr>
</table>

# THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.

**Chicago, Illinois**

## FINANCIAL STATEMENTS

**December 31, 2013 and 2012**

CliftonLarsonAllen

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Schedule of Delinquent Participant Contributions ..... 15

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# INDEPENDENT AUDITORS' REPORT

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.
Chicago, Illinois

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 4, which was certified by Reliance Trust Company (Reliance), on behalf of Bank of America, N.A., the Trustee of the Plan, 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 executes investment transactions. The Plan administrator has obtained a certification from Reliance on behalf of the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.

***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) and schedule of delinquent participant contributions as of December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

**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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Oak Brook, Illinois
August 1, 2014

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Participant-directed investments, at fair value | $ 28,037,377 | $ 23,702,271 |
| Receivables: | | |
| Employer contributions | 42 | 18 |
| Participant contributions | 120 | 18 |
| Total receivables | 162 | 36 |
| Total assets | 28,037,539 | 23,702,307 |
| **LIABILITIES** | | |
| Excess contributions payable | 2,652 | 40,328 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO:** | | |
| Investment income | $ 4,774,316 | $ 2,460,717 |
| Contributions: | | |
| Employer | 561,812 | 523,035 |
| Participants | 1,081,143 | 1,041,789 |
| Total contributions | 1,642,955 | 1,564,824 |
| Total additions | 6,417,271 | 4,025,541 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| Benefits paid to participants | 2,031,863 | 2,037,394 |
| Administrative expenses | 12,500 | 12,100 |
| Total deductions | 2,044,363 | 2,049,494 |
| **NET INCREASE** | 4,372,908 | 1,976,047 |
| **NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR** | 23,661,979 | 21,685,932 |
| **NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2013 and 2012**

## NOTE 1 - PLAN DESCRIPTION

The following description of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan established to provide deferred compensation benefits to eligible employees of Lapham-Hickey Steel Corp. (the “Employer”). Effective January 1, 2011, the Employer adopted a non-standardized form of a prototype plan sponsored by Hartford Retirement Services, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Participation

Employees who have reached age 18 are eligible to participate in employee deferrals and Employer matching contributions on the first day of the month following the completion of three months of service. Employees covered by a collective bargaining agreement that have not bargained for retirement benefits and leased employees are not eligible to participate.

### Contributions

Participants may make pre-tax and/or after-tax voluntary contributions up to 75% of his/her compensation, subject to limitations imposed by the Internal Revenue Code (IRC). Participants that attain age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer will make a 100% matching contribution for the first 3.5% of a participant’s contribution. Employee catch-up contributions are not eligible for the Employer match.

### Participant Accounts

Each participant's account is credited or charged with the participant’s contributions, the Employer’s contributions, and investment earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant 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.

### Vesting

Participants are immediately vested in his/her voluntary contributions plus actual earnings thereon. Vesting in the Employer’s matching contributions and earnings thereon is based on years of continuous service. A participant becomes fully vested after three years of service, with no vesting prior to three years of service. The nonvested balance is forfeited upon termination of service.

**NOTE 1 - PLAN DESCRIPTION** (continued)

**Participants' Investment Options**

Participants can direct his/her salary deferral and Employer contributions to selected investments as made available by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options. Participants may change his/her investment options at any time.

**Payment of Benefits**

Upon termination of service due to death, disability, retirement on or after the normal retirement age, or termination of service due to other reasons, a participant may receive the value of the vested interest in his/her account as a lump-sum distribution. The Plan's provisions also provide for in-service withdrawals and withdrawals in the event of financial hardship, as defined by the Plan. Terminated participants with an account balance of less than $5,000 are subject to involuntary cash-outs.

**Forfeitures**

Forfeitures are used to reduce Employer contributions. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $2,015 and $2,839, respectively. In 2013 and 2012, Employer contributions were reduced by $24,126 and $16,996, respectively, from forfeited nonvested accounts.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Plan are prepared under the accrual method of accounting.

**Use of Estimates in Preparing Financial Statements**

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 changes therein. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Quoted market prices are used to value mutual funds. Money market funds are valued at cost, which approximates fair value. See Note 3 for discussion of fair value measurements.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Investment Valuation and Income Recognition** (continued)

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Payment of Benefits**

Benefit payments to participants are recorded upon distribution.

**Administrative Expenses**

Administrative expenses are paid by the participants out of the assets of the Plan and by the Employer. Although the Employer has elected to pay some administrative costs, it is not obligated to do so. If the Employer ceases to pay all or part of these costs in the future, they will be paid out of the assets of the Plan.

**Excess Contributions**

Refunds of excess participant deferral contributions and forfeited employer matching contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and as additional benefits paid in the Plan year in which the excess deferrals were made to the Plan.

**NOTE 3 - FAIR VALUE MEASUREMENTS**

The Plan measures, monitors, and discloses its assets on a fair value basis in accordance with Financial Accounting Standards Board Accounting Standards Codification 820 (FASB ASC 820), *Fair Value Measurement and Disclosures.* FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Valuations based on quoted prices for identical assets or liabilities in active markets;
- Level 2 - Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets; and

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models, and similar techniques not based on market, exchange, dealer, or broker-traded transactions.

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

The following is a description of the valuation methodologies used for instruments measured at fair value and their classification in the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 or 2012.

- Mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Mutual funds are considered Level 1 investments.
- Money market funds are valued at cost, which approximates fair value. Money market funds are considered Level 1 investments.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2013** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 1,344,684 | $ - | $ - | $ 1,344,684 |
| Mid cap blend | 6,856,967 | - | - | 6,856,967 |
| Intermediate-term bond | 1,818,244 | - | - | 1,818,244 |
| Moderate allocation | 5,049,781 | - | - | 5,049,781 |
| Large blend | 6,083,265 | - | - | 6,083,265 |
| Target date | 2,958,597 | - | - | 2,958,597 |
| Foreign large blend | 432,696 | - | - | 432,696 |
| **Money market funds:** | | | | |
| Retirement reserves | 3,493,143 | - | - | 3,493,143 |
| **Total assets at fair value** | $ 28,037,377 | $ - | $ - | $ 28,037,377 |

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2012** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 798,985 | $ - | $ - | $ 798,985 |
| Mid cap blend | 4,962,880 | - | - | 4,962,880 |
| Intermediate-term bond | 2,479,785 | - | - | 2,479,785 |
| Moderate allocation | 4,296,419 | - | - | 4,296,419 |
| Large blend | 4,327,103 | - | - | 4,327,103 |
| Target date | 2,521,554 | - | - | 2,521,554 |
| Foreign large blend | 243,202 | - | - | 243,202 |
| **Money market funds:** | | | | |
| Cash reserves | 4,072,343 | - | - | 4,072,343 |
| **Total assets at fair value** | $ 23,702,271 | $ - | $ - | $ 23,702,271 |

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan management 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.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Reliance Trust Company, on behalf of the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

a. Investments at fair value as shown in the accompanying Statements of Net Assets Available for Benefits of $28,037,377 and $23,702,271 as of December 31, 2013 and 2012, respectively.

b. Investment income as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of $4,774,316 and $2,460,717 for the years ended December 31, 2013 and 2012, respectively.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE** (continued)

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

| | 2013 | 2012 |
|---|---|---|
| **Mutual funds**: | | |
| American Funds Income Fund of America | $ 5,049,781 | $ 4,296,419 |
| Columbia Large Cap Enhanced Core Fund Z | 6,083,265 | 4,327,103 |
| Columbia Mid Cap Index Z | 6,856,967 | 4,962,880 |
| Columbia Intermediate Bond Z | 1,818,244 | 2,479,785 |
| Fidelity Advisor Freedom 2025 | * | 1,229,138 |
| **Money market funds**: | | |
| BlackRock Retirement Reserves Money Fund | 3,493,143 | 4,072,343 |

* Investment did not represent 5% of more of the Plan's assets in the year indicated.

Investment income is comprised of the following for the years ended December 31:

| | 2013 | 2012 |
|---|---|---|
| **Interest and dividends** | | |
| Mutual funds | $ 849,685 | $ 743,515 |
| Money market funds | 128 | 135 |
| **Net appreciation (depreciation) in fair value of Investments:** | | |
| Mutual funds | 3,924,503 | 1,717,071 |
| Money market funds | - | (4) |
| **Total investment income** | $ 4,774,316 | $ 2,460,717 |

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustee to the related information included in the financial statements and supplemental schedule.

**NOTE 5 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employer reserves the right to alter, amend, or terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in his/her accounts. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Employer may determine.

## NOTE 6 - RELATED PARTY TRANSACTIONS

Certain employees of the Company provide administrative services to the Plan that are not reimbursed by the Plan.

## NOTE 7 - TAX STATUS

The Plan adopted a non-standardized prototype plan sponsored by Hartford Retirement Services, LLC which received a favorable determination letter from the Internal Revenue Service (IRS) on March 31, 2008 which stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since relying on the prototype determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE 8 - 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 the amounts reported in the Statements of Net Assets Available for Benefits.

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 28,034,887 | $ 23,661,979 |
| Excess contributions payable | 2,652 | 40,328 |
| Contributions receivable | (162) | (36) |
| **Net assets available for benefits per Form 5500** | $ 28,037,377 | $ 23,702,271 |

**NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500** (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 4,372,908 | $ 1,976,047 |
| Net change in excess contributions payable | (37,676) | 40,328 |
| Net change in contributions receivable | (126) | (36) |
| **Net increase in net assets available for benefits per Form 5500** | $ 4,335,106 | $ 2,016,339 |

**NOTE 10 - SUBSEQUENT EVENTS**

Management evaluated subsequent events through August 1, 2014, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2013, but prior to August 1, 2014 that provided additional evidence about conditions that existed at December 31, 2013, have been recognized in the financial statements for the year ended December 31, 2013. Events or transactions that provided evidence about conditions that did not exist at December 31, 2013, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2013.

## SUPPLEMENTAL INFORMATION

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**PLAN EMPLOYER ID 36-2338813 PLAN NUMBER #003**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | | **Mutual funds:** | | |
| | American Funds | Income Fund of America | (1) | $ 5,049,781 |
| | American Funds | EuroPacific Growth R3 | (1) | 432,696 |
| | Columbia | Large Cap Enhanced Core Fund Z | (1) | 6,083,265 |
| | Columbia | Mid Cap Index Z | (1) | 6,856,967 |
| | Fidelity | Advisor Freedom 2005 | (1) | 224,152 |
| | Fidelity | Advisor Freedom 2015 | (1) | 600,890 |
| | Fidelity | Advisor Freedom 2025 | (1) | 1,358,307 |
| | Fidelity | Advisor Freedom 2035 | (1) | 775,248 |
| | Columbia | Small Cap Index Z | (1) | 1,344,684 |
| | Columbia | Intermediate Bond Z | (1) | 1,818,244 |
| | | **Money market funds:** | | |
| | BlackRock | Retirement Reserves Money Fund | (1) | 3,493,143 |
| **TOTAL ASSETS HELD FOR INVESTMENT PURPOSES** | | | | $ 28,037,377 |

The above information has been certified as complete and accurate by Reliance Trust Company on behalf of Bank of America, N.A., the Trustee of the Plan.

Note: Column (a) is blank as there were no parties-in-interest.

(1) Cost information may be omitted as the investments are participant-directed.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**
**Year Ended December 31, 2013**

**EIN: 36-2338813**
**Plan Number: 003**

<table>
<tr><td>Participant contributions transferred late to the Plan:<br>$17</td><td colspan="3">Total that constitutes non-exempt prohibited transactions:<br>$17</td><td rowspan="2">Total fully corrected under VFCP and PTE 2002-51<br>$0</td></tr>
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</table>

# THE SALARY THRIFT SAVINGS PLAN FOR EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.

**Chicago, Illinois**

## FINANCIAL STATEMENTS

**December 31, 2013 and 2012**

CliftonLarsonAllen

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CliftonLarsonAllen LLP
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# INDEPENDENT AUDITORS' REPORT

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.
Chicago, Illinois

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 4, which was certified by Reliance Trust Company (Reliance), on behalf of Bank of America, N.A., the Trustee of the Plan, 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 executes investment transactions. The Plan administrator has obtained a certification from Reliance on behalf of the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Plan Oversight Committee
The Salary Thrift Savings Plan for Employees
of Lapham-Hickey Steel Corp.

***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) and schedule of delinquent participant contributions as of December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

**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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Oak Brook, Illinois
August 1, 2014

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Participant-directed investments, at fair value | $ 28,037,377 | $ 23,702,271 |
| Receivables: | | |
| Employer contributions | 42 | 18 |
| Participant contributions | 120 | 18 |
| Total receivables | 162 | 36 |
| Total assets | 28,037,539 | 23,702,307 |
| **LIABILITIES** | | |
| Excess contributions payable | 2,652 | 40,328 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO:** | | |
| Investment income | $ 4,774,316 | $ 2,460,717 |
| Contributions: | | |
| Employer | 561,812 | 523,035 |
| Participants | 1,081,143 | 1,041,789 |
| Total contributions | 1,642,955 | 1,564,824 |
| Total additions | 6,417,271 | 4,025,541 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| Benefits paid to participants | 2,031,863 | 2,037,394 |
| Administrative expenses | 12,500 | 12,100 |
| Total deductions | 2,044,363 | 2,049,494 |
| **NET INCREASE** | 4,372,908 | 1,976,047 |
| **NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR** | 23,661,979 | 21,685,932 |
| **NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR** | $ 28,034,887 | $ 23,661,979 |

The accompanying notes are an integral part of the financial statements.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**NOTES TO FINANCIAL STATEMENTS**
**December 31, 2013 and 2012**

## NOTE 1 - PLAN DESCRIPTION

The following description of The Salary Thrift Savings Plan for Employees of Lapham-Hickey Steel Corp. (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan established to provide deferred compensation benefits to eligible employees of Lapham-Hickey Steel Corp. (the “Employer”). Effective January 1, 2011, the Employer adopted a non-standardized form of a prototype plan sponsored by Hartford Retirement Services, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Participation

Employees who have reached age 18 are eligible to participate in employee deferrals and Employer matching contributions on the first day of the month following the completion of three months of service. Employees covered by a collective bargaining agreement that have not bargained for retirement benefits and leased employees are not eligible to participate.

### Contributions

Participants may make pre-tax and/or after-tax voluntary contributions up to 75% of his/her compensation, subject to limitations imposed by the Internal Revenue Code (IRC). Participants that attain age 50 before the end of the Plan year are eligible to make catch-up contributions. The Employer will make a 100% matching contribution for the first 3.5% of a participant’s contribution. Employee catch-up contributions are not eligible for the Employer match.

### Participant Accounts

Each participant's account is credited or charged with the participant’s contributions, the Employer’s contributions, and investment earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant 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.

### Vesting

Participants are immediately vested in his/her voluntary contributions plus actual earnings thereon. Vesting in the Employer’s matching contributions and earnings thereon is based on years of continuous service. A participant becomes fully vested after three years of service, with no vesting prior to three years of service. The nonvested balance is forfeited upon termination of service.

**NOTE 1 - PLAN DESCRIPTION** (continued)

**Participants' Investment Options**

Participants can direct his/her salary deferral and Employer contributions to selected investments as made available by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options. Participants may change his/her investment options at any time.

**Payment of Benefits**

Upon termination of service due to death, disability, retirement on or after the normal retirement age, or termination of service due to other reasons, a participant may receive the value of the vested interest in his/her account as a lump-sum distribution. The Plan's provisions also provide for in-service withdrawals and withdrawals in the event of financial hardship, as defined by the Plan. Terminated participants with an account balance of less than $5,000 are subject to involuntary cash-outs.

**Forfeitures**

Forfeitures are used to reduce Employer contributions. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $2,015 and $2,839, respectively. In 2013 and 2012, Employer contributions were reduced by $24,126 and $16,996, respectively, from forfeited nonvested accounts.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Plan are prepared under the accrual method of accounting.

**Use of Estimates in Preparing Financial Statements**

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 changes therein. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Quoted market prices are used to value mutual funds. Money market funds are valued at cost, which approximates fair value. See Note 3 for discussion of fair value measurements.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Investment Valuation and Income Recognition** (continued)

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Payment of Benefits**

Benefit payments to participants are recorded upon distribution.

**Administrative Expenses**

Administrative expenses are paid by the participants out of the assets of the Plan and by the Employer. Although the Employer has elected to pay some administrative costs, it is not obligated to do so. If the Employer ceases to pay all or part of these costs in the future, they will be paid out of the assets of the Plan.

**Excess Contributions**

Refunds of excess participant deferral contributions and forfeited employer matching contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and as additional benefits paid in the Plan year in which the excess deferrals were made to the Plan.

**NOTE 3 - FAIR VALUE MEASUREMENTS**

The Plan measures, monitors, and discloses its assets on a fair value basis in accordance with Financial Accounting Standards Board Accounting Standards Codification 820 (FASB ASC 820), *Fair Value Measurement and Disclosures.* FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Valuations based on quoted prices for identical assets or liabilities in active markets;
- Level 2 - Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets; and

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models, and similar techniques not based on market, exchange, dealer, or broker-traded transactions.

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

The following is a description of the valuation methodologies used for instruments measured at fair value and their classification in the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2013 or 2012.

- Mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Mutual funds are considered Level 1 investments.
- Money market funds are valued at cost, which approximates fair value. Money market funds are considered Level 1 investments.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2013** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 1,344,684 | $ - | $ - | $ 1,344,684 |
| Mid cap blend | 6,856,967 | - | - | 6,856,967 |
| Intermediate-term bond | 1,818,244 | - | - | 1,818,244 |
| Moderate allocation | 5,049,781 | - | - | 5,049,781 |
| Large blend | 6,083,265 | - | - | 6,083,265 |
| Target date | 2,958,597 | - | - | 2,958,597 |
| Foreign large blend | 432,696 | - | - | 432,696 |
| **Money market funds:** | | | | |
| Retirement reserves | 3,493,143 | - | - | 3,493,143 |
| **Total assets at fair value** | $ 28,037,377 | $ - | $ - | $ 28,037,377 |

**NOTE 3 - FAIR VALUE MEASUREMENTS** (continued)

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **December 31, 2012** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs Level 2** | **Significant Unobservable Inputs Level 3** | **Total** |
| **Mutual funds:** | | | | |
| Small blend | $ 798,985 | $ - | $ - | $ 798,985 |
| Mid cap blend | 4,962,880 | - | - | 4,962,880 |
| Intermediate-term bond | 2,479,785 | - | - | 2,479,785 |
| Moderate allocation | 4,296,419 | - | - | 4,296,419 |
| Large blend | 4,327,103 | - | - | 4,327,103 |
| Target date | 2,521,554 | - | - | 2,521,554 |
| Foreign large blend | 243,202 | - | - | 243,202 |
| **Money market funds:** | | | | |
| Cash reserves | 4,072,343 | - | - | 4,072,343 |
| **Total assets at fair value** | $ 23,702,271 | $ - | $ - | $ 23,702,271 |

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan management 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.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Reliance Trust Company, on behalf of the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

a. Investments at fair value as shown in the accompanying Statements of Net Assets Available for Benefits of $28,037,377 and $23,702,271 as of December 31, 2013 and 2012, respectively.

b. Investment income as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of $4,774,316 and $2,460,717 for the years ended December 31, 2013 and 2012, respectively.

**NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE** (continued)

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

| | 2013 | 2012 |
|---|---|---|
| **Mutual funds**: | | |
| American Funds Income Fund of America | $ 5,049,781 | $ 4,296,419 |
| Columbia Large Cap Enhanced Core Fund Z | 6,083,265 | 4,327,103 |
| Columbia Mid Cap Index Z | 6,856,967 | 4,962,880 |
| Columbia Intermediate Bond Z | 1,818,244 | 2,479,785 |
| Fidelity Advisor Freedom 2025 | * | 1,229,138 |
| **Money market funds**: | | |
| BlackRock Retirement Reserves Money Fund | 3,493,143 | 4,072,343 |

* Investment did not represent 5% of more of the Plan's assets in the year indicated.

Investment income is comprised of the following for the years ended December 31:

| | 2013 | 2012 |
|---|---|---|
| **Interest and dividends** | | |
| Mutual funds | $ 849,685 | $ 743,515 |
| Money market funds | 128 | 135 |
| **Net appreciation (depreciation) in fair value of Investments:** | | |
| Mutual funds | 3,924,503 | 1,717,071 |
| Money market funds | - | (4) |
| **Total investment income** | $ 4,774,316 | $ 2,460,717 |

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustee to the related information included in the financial statements and supplemental schedule.

**NOTE 5 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Employer reserves the right to alter, amend, or terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in his/her accounts. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such a manner as the Employer may determine.

## NOTE 6 - RELATED PARTY TRANSACTIONS

Certain employees of the Company provide administrative services to the Plan that are not reimbursed by the Plan.

## NOTE 7 - TAX STATUS

The Plan adopted a non-standardized prototype plan sponsored by Hartford Retirement Services, LLC which received a favorable determination letter from the Internal Revenue Service (IRS) on March 31, 2008 which stated that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since relying on the prototype determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE 8 - 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 the amounts reported in the Statements of Net Assets Available for Benefits.

## NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 28,034,887 | $ 23,661,979 |
| Excess contributions payable | 2,652 | 40,328 |
| Contributions receivable | (162) | (36) |
| **Net assets available for benefits per Form 5500** | $ 28,037,377 | $ 23,702,271 |

**NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500** (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 4,372,908 | $ 1,976,047 |
| Net change in excess contributions payable | (37,676) | 40,328 |
| Net change in contributions receivable | (126) | (36) |
| **Net increase in net assets available for benefits per Form 5500** | $ 4,335,106 | $ 2,016,339 |

**NOTE 10 - SUBSEQUENT EVENTS**

Management evaluated subsequent events through August 1, 2014, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2013, but prior to August 1, 2014 that provided additional evidence about conditions that existed at December 31, 2013, have been recognized in the financial statements for the year ended December 31, 2013. Events or transactions that provided evidence about conditions that did not exist at December 31, 2013, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2013.

## SUPPLEMENTAL INFORMATION

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**PLAN EMPLOYER ID 36-2338813 PLAN NUMBER #003**
**December 31, 2013**

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | | **Mutual funds:** | | |
| | American Funds | Income Fund of America | (1) | $ 5,049,781 |
| | American Funds | EuroPacific Growth R3 | (1) | 432,696 |
| | Columbia | Large Cap Enhanced Core Fund Z | (1) | 6,083,265 |
| | Columbia | Mid Cap Index Z | (1) | 6,856,967 |
| | Fidelity | Advisor Freedom 2005 | (1) | 224,152 |
| | Fidelity | Advisor Freedom 2015 | (1) | 600,890 |
| | Fidelity | Advisor Freedom 2025 | (1) | 1,358,307 |
| | Fidelity | Advisor Freedom 2035 | (1) | 775,248 |
| | Columbia | Small Cap Index Z | (1) | 1,344,684 |
| | Columbia | Intermediate Bond Z | (1) | 1,818,244 |
| | | **Money market funds:** | | |
| | BlackRock | Retirement Reserves Money Fund | (1) | 3,493,143 |
| **TOTAL ASSETS HELD FOR INVESTMENT PURPOSES** | | | | $ 28,037,377 |

The above information has been certified as complete and accurate by Reliance Trust Company on behalf of Bank of America, N.A., the Trustee of the Plan.

Note: Column (a) is blank as there were no parties-in-interest.

(1) Cost information may be omitted as the investments are participant-directed.

**THE SALARY THRIFT SAVINGS PLAN FOR**
**EMPLOYEES OF LAPHAM-HICKEY STEEL CORP.**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**
**Year Ended December 31, 2013**

**EIN: 36-2338813**
**Plan Number: 003**

<table>
<tr><td>Participant contributions transferred late to the Plan:<br>$17</td><td colspan="3">Total that constitutes non-exempt prohibited transactions:<br>$17</td><td rowspan="2">Total fully corrected under VFCP and PTE 2002-51<br>$0</td></tr>
<tr><td>Check here if late participant loan contributions are included ☐</td><td>Contributions not corrected:<br>$0</td><td>Contributions corrected outside VFCP:<br>$17</td><td>Contributions pending correction in VFCP:<br>$0</td></tr>
</table>

# Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

**Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.**

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

**Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.**

*********

**Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.**

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[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

# FORM 5500 SCHEDULE C REPORT
# SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

## SAL THRIFT SVNGS PLAN LAPHAM-HICKEY (060078)
## EIN #: 36-2338813

***Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.***

***For use with lines 2(h), 3(c), 3(d), 3(e)***

***Total Direct Compensation Paid*** **$12,500.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

***Recipient: MassMutual Retirement Services, LLC EIN: 26-1589907***

**Service Codes: 15, 37, 38, 49, 64, 65, 99, 50 (if direct compensation amount reflected below)**

*Direct Compensation* **$0.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to MassMutual Retirement Services, LLC ("MMRS") are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

*Indirect Compensation*

**Recordkeeping Service Fees** Payor: Bank of America Corporation EIN: 94-1687665 **$39,700.72**

**Non Monetary Compensation**

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

## *Recipient: Other EIN: 99-9999999*

**Service Codes:**

Please contact your Service Provider for the list of applicable services performed and Service Codes.

*Direct Compensation* **$12,500.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

*Indirect Compensation* **$0.00**

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

## *Recipient: Bank of America Corporation EIN: 94-1687665*

*Direct/Indirect Compensation*

**Bank of America Corporation issue their own fee, expense, and revenue-sharing disclosures directly to Plan Sponsors. Please refer to these disclosures for more detail about indirect and direct fees charged by, or paid to, Bank of America Corporation.**

## *Recipient: Reliance Trust Company EIN: 58-1428634*

*Indirect Compensation*

**Custodial/Trust service fee** **$1,290.80**
**Service Codes: 19, 25, 99**

Payors: Massachusetts Mutual Life Insurance Company EIN: 04-1590850
MassMutual Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2013 month end assets by 0.005%/12 and then summing the results.

# Direct Revenue Detail

**Recipient:** ***Other***

| **Fee Description** | **Dollar Amount** |
|---|---|
| TPA Ad-Hoc Fee | $12,500.00 |
| **Total Direct Revenue:** | **$12,500.00** |
| **Grand Total Direct Fees:** | **$12,500.00** |