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. . . . . ▶ [ ]

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
SPELLMAN 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1991

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

SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

475 WIRELESS BLVD.
HAUPPAUGE, NY 11788

2b Employer Identification Number (EIN)
13-2607577

2c Sponsor's telephone number
631-630-3006

2d Business code (see instructions)
221100

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.	10/02/2014	JO-ANN FREMER
	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**	455
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**	357
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	70
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	431
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	433
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	413
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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) [X] **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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	3350	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NORTH RIDGE SECURITIES CORP

1895 WALT WHITMAN RD
MELVILLE, NY 11747

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	41327	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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALZGI ULT MICRO CP A - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CALAMOS INTL GRTH A - US BANCORP F 39-0281260	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CBA AGG GR A - BNY MELLON INV SERV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL SEL LG CAP VAL A - COLUMBIA MG	P.O.BOX 8081 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL US GOVT MTG A - COLUMBIA MGT I	P.O.BOX 8081 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DREY OP MIDCAP VAL A - DREYFUS TRA	200 PARK AVENUE NEW YORK, NY 10166	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
EV ATL CAP SMID-CP A - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FED HIGH YIELD TR SS - STATE STREE 04-0025081	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HEARTLAND VAL PLS IV - ALPS FUND S 20-3247785	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS SELECT CO A - INVESCO CANADA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
IVY INTL CORE EQ A - WADDELL & REE 43-1244426	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JH DSCPL VAL MDCP A - JOHN HANCOCK 01-0233346	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
LD ABBETT DEV GRTH A - DST SYSTEMS 43-1581814	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MFS INTL VALUE R3 - MFS SERVICE CE 04-2865649	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPHMR EQUITY INC A - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPHMR INTL GROWTH A - OFI GLOBAL	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM RE REAL RET A - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM SMCP STKPLS TR A - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO FDMTL IDXPLS A - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO INV GRD BD A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PUTN US GOVT INC A - PUTNAM INVEST 04-2539562	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RS SELECT GROWTH A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE INCOME R - T. ROWE PRIC 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2005 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2010 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2015 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2020 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2025 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2030 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2035 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2040 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2045 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2050 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2055 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
UM BEHAVIORAL VAL A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA GROWTH A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.30%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA HIGH YIELD BD A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.20%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NORTH RIDGE SECURITIES CORP	55	41327

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	---

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-026	C	4820745

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500)

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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	175000	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	543598	492275
(9) Value of interest in common/collective trusts	1c(9)	4567067	4820745
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	15448850	21067843
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	20734515	26380863
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	20734515	26380863

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)	0	
(B) Participants	2a(1)(B)	1831909	
(C) Others (including rollovers)	2a(1)(C)	196957	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2028866
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	21550	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21550
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1249483	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1249483
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		-20421
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2888326
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6167804
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	492960	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	25000	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		517960
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	3496	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3496
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		521456
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5646348
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: MARCUM LLP **(2)** EIN: 13-2607577

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		918
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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

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):

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2013 AND 2012

SPELLMAN 401(k) SAVINGS PLAN

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INDEPENDENT AUDITORS' REPORT

To the Administrator of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings Plan (the "Plan"), which is comprised of the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan 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 Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 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.

Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**

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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent contributions as of December 31, 2013 and assets (held at end of year) as of December 31, 2013, which is the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Marcum LLP

Melville, NY
October 1, 2014

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Assets		
Investments, at Fair Value		
Mutual funds	$ 21,067,843	$ 15,448,850
Common and collective trust	4,820,745	4,567,067
Total Investments	25,888,588	20,015,917
Receivables		
Employer contributions	--	175,000
Notes receivable from participants	492,275	543,598
Total Receivables	492,275	718,598
Net Assets Available for Benefits at Fair Value	26,380,863	20,734,515
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(91,759)	(152,957)
Net Assets Available for Benefits	$ 26,289,104	$ 20,581,558

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

Additions to Net Assets		
Investment income:		
Net appreciation in fair value of investments	$ 2,929,103	
Interest and dividends	1,249,483	
Total Investment Income, Net		$ 4,178,586
Interest Income on Notes Receivable From Participants		21,550
Contributions		
Participants	1,831,909	
Rollover	196,957	
Total Contributions		2,028,866
Total Additions		6,229,002
Deductions From Net Assets		
Benefits paid to participants	477,017	
Other	25,000	
Deemed distributions	15,943	
Administrative expenses	3,496	
Total Deductions		521,456
Net Increase		5,707,546
Net Assets Available For Benefits - Beginning		20,581,558
Net Assets Available For Benefits - Ending		$ 26,289,104

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the Internal Revenue Service prescribed limit of $17,500 for 2013 ($23,000 for participants age fifty-years or older). Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for matching contributions. For the year ended December 31, 2013, the Employer made no discretionary matching contributions. At December 31, 2012, the Employer recorded an employer contribution receivable of $175,000. During the year ended December 31, 2013, the Employer decided to contribute $150,000 to the Plan. The reversal of the excess contribution receivable in the amount of $25,000 is recorded as other expense and included in deductions from net assets in the accompanying statement of changes in net assets available for benefits.

The Plan currently offers investments in a common and collective trust and mutual funds.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings. Allocations are based on participant earnings 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.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.25% at December 31, 2013), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2013, new loans extended to participants totaled $156,095 and total principal repayments were $191,761.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

HARDSHIP WITHDRAWALS

The Plan provides for hardship withdrawals, as set forth in accordance with applicable sections of the Internal Revenue Code, not to exceed a participant's actual contributions to the Plan and must result from an immediate and heavy financial need of the participant.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2013, approximately $10,500 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2013, approximately $8,325 of the forfeitures were used to offset Plan administrative expenses and Employer contributions. The forfeiture balance as of December 31, 2013 and 2012 was $19,173 and $8,302, respectively.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting, except for participant benefit payments, which are recorded when paid.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in a common and collective trust, which is considered a fully benefit-responsive investment contract, is valued at fair value. However, contract value is the relevant measurement attributed for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits for the years ended December 31, 2013 and 2012 presents the fair value of the common and collective trust as well as an adjustment of the fully benefit responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, "Plan Accounting Defined Contribution Pension Plans".

USE OF ESTIMATES

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value as measured by quoted or estimated market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. The common and collective trust is reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis, interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) of fair value of investments includes realized and unrealized gains and losses net of dividends declared and reinvested. All gains and losses are reported on the accompanying statements of changes in net assets available for benefits.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses are paid out of the net assets available for benefit unless paid by the Employer. For the year ended December 31, 2013, expenses for the general administration and recordkeeping of the Plan were paid out of the net assets available for benefits. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity Management Trust Company, the trustee for the Plan at December 31, 2013 and 2012, except for comparing the information certified by the trustees to information included in the Plan's financial statements and supplementary schedules. The financial information certified by the Plan trustees as of December 31, 2013 and 2012 and for the year ended December 31, 2013 is as follows:

	December 31, 2013	December 31, 2012
Mutual funds, at contract value	$21,067,843	$15,448,850
Common and collective trusts, at contract value	4,728,986	4,414,110
Notes receivable from participants	492,275	543,598
Total Investments	$26,289,104	$20,406,558

	For the Year Ended December 31, 2013
Investment Income:	
Net appreciation in fair value of investments	$2,929,103
Interest and dividends on investments	1,249,483
Interest on notes receivable from participants	21,550
Total Investment Income, Net	$4,200,136

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures", 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. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Common and collective trust: Valued at the net value of participation units held by the Plan at year end. The value of these units is determined by the trustee of the Plan based on the current market values of the underlying assets of the common and collective trust as based on information reported by the investment advisory using the audited financial statements of the respective common and collective trust at year end.

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

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 at December 31, 2013			
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,820,745	$ --	$4,820,745	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,806,637	2,806,637	--	--
Mid-cap	4,523,512	4,523,512	--	--
Small cap	918,874	918,874	--	--
International	396,145	396,145	--	--
Specialty	84,852	84,852	--	--
Others	210,953	210,953	--	--
Foreign large growth	144,782	144,782	--	--
Large growth	4,258,057	4,258,057	--	--
Large blend	1,884,787	1,884,787	--	--
Small blend	161,871	161,871	--	--
Small growth	164,345	164,345	--	--
Small value	267,931	267,931	--	--
Blended investments	2,951,338	2,951,338	--	--
Bond investments:				
Intermediate government	1,299,789	1,299,789	--	--
High yield	442,824	442,824		
Inflation protected	2,543	2,543		
Intermediate term	548,603	548,603	--	--
Total Mutual Funds	21,067,843	21,067,843	--	--
Total	$25,888,588	$21,067,843	$4,820,745	$ --

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Fair Value Measurements at December 31, 2012				
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,567,067	$ --	$4,567,067	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,918,367	2,918,367	--	--
Mid-cap	2,997,004	2,997,004	--	--
Small cap	662,485	662,485	--	--
International	1,296,523	1,296,523	--	--
Specialty	241,882	241,882	--	--
Others	235,534	235,534	--	--
Blended investments	4,557,169	4,557,169	--	--
Bond investments:				
Income	361,461	361,461	--	--
Intermediate government	1,575,333	1,575,333	--	--
Intermediate term	603,092	603,092	--	--
Total Mutual Funds	15,448,850	15,448,850	--	--
Total	$20,015,917	$15,448,850	$4,567,067	$ --

Fair Value of Investments in Entities That Use NAV.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2013:				
Collective trust fund- S&P 500	$4,820,745	N/A	Daily	N/A

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2012:				
Collective trust fund-S&P 500	$4,567,067	N/A	Daily	N/A

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the Internal Revenue Code and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31, 2013	December 31, 2012
Fidelity Advisor Stable Value Portfolio - Class II	$4,820,745	$4,567,067
Fidelity Advisor Strategic Growth-A	*	1,058,041
Eaton Vance Atlanta Capital Smid-Cap CLA	3,037,398	2,048,580
John Hancock Disciplined Value Mid Cap A	1,335,428	*
PIMCO Fundamental Index PLUS A	2,951,338	2,153,909
Wells Fargo Advantage Growth A	1,617,675	1,102,918
ClearBridge Aggressive Growth Fund Class A	1,469,080	*
Putnam US Govt Inc A	*	1,575,333

* Investment did not represent 5% of the Plan's net assets as of December 31, 2013 or 2012, respectively.

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by $2,929,103 as follows:

Net appreciation in common and collective trust	$ 40,777
Net appreciation in mutual funds	2,888,326
Net Appreciation in Fair Value of Investments	$2,929,103

The Plan entered into a benefit-responsive investment contract (the "Fidelity Advisor Stable Value Portfolio") with Fidelity Management Trust Company. Contributions are maintained in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Fidelity Advisor Stable Value Fund is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Fidelity Management Trust Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

NOTE 8 - INVESTMENTS (CONTINUED)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of this fund as of December 31, 2013 and 2012 was $4,820,745 and $4,567,067, respectively. The contract value of the fund as of December 31, 2013 and 2012 was $4,728,986 and $4,414,110, respectively, which is recorded as component of net assets available for benefits.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exempt under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value, are probable of occurring.

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average Yields:		
Based on actual earnings [(1)]	1.70%	1.69%
Based on interest rate credited to the participants [(2)]	0.92%	1.11%

[(1)] Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investments on the same date.

[(2)] Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investments on the same date.

NOTE 9 - RISKS AND UNCERTAINTIES

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

NOTE 10 - PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are shares of a common and collective trust and mutual funds managed by Fidelity, the Plan's custodian and trustee. The Plan extends loans to its participants, which are included as notes receivable from participants on the Statement of Net Assets Available for Benefits at December 31, 2013 and 2012.

NOTE 11 - VOLUNTARY FIDUCIARY CORRECTION PROGRAM

The Plan Sponsor determined that certain remittances of employee deferrals and/or loan repayments for the Plan year ended December 31, 2013 were not made timely in accordance with DOL guidelines. The Plan Sponsor ultimately decided to categorize the remittances in question as prohibited transactions. The Plan Sponsor has filed with the DOL's Voluntary Fiduciary Correction program ("VFCP") to self correct the violations, and has deposited lost earnings of $1.26 on September 6, 2013.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$26,289,104	$20,581,558
Adjustment from fair value to contract value for fully benefit-responsive investment contract	91,759	152,957
Net Assets Available for Benefits Per Form 5500	$26,380,863	$20,734,515

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2013 to Form 5500:

	December 31, 2013
Net appreciation in fair value of investments per the financial statements	$2,929,103
Prior year fair market value adjustment	(152,957)
Current year fair market value adjustment	91,759
Net Appreciation in Fair Value of Investments Per Form 5500	$2,867,905

NOTE 13 - SUBSEQUENT EVENTS

The Plan evaluated events occurring subsequent to December 31, 2013 through October 1, 2014, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

DECEMBER 31, 2013

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
August 8, 2013		$ --	$ --	$ --	$ 306
August 21, 2013		--	--	--	306
August 29, 2013		--	--	--	306
Total		$ --	$ --	$ --	$ 918

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
*	Fidelity Advisor	Stable Value Portfolio - Class II	**	$ 4,820,745
*	Fidelity Advisor	Consumer Staples Fund- Class A		210,953
*	Fidelity Advisor	International Growth A		144,782
*	Fidelity Advisor	Small Cap Value Fund - Class A		127,734
*	Fidelity Advisor	Real Estate Fund - Class A		84,852
*	Spartan	500 Index Fund - Fidelity Advantage Class		154,608
	T. Rowe Price	Retire 2005 Fund Class R		7,556
	T. Rowe Price	Retire 2010 Fund Class R		136,069
	T. Rowe Price	Retire 2015 Fund Class R		80,201
	T. Rowe Price	Retire 2020 Fund Class R		297,524
	T. Rowe Price	Retire 2025 Fund Class R		784,655
	T. Rowe Price	Retire 2030 Fund Class R		801,958
	T. Rowe Price	Retire 2035 Fund Class R		445,955
	T. Rowe Price	Retire 2040 Fund Class R		335,559
	T. Rowe Price	Retire 2045 Fund Class R		48,632
	T. Rowe Price	Retire 2050 Fund Class R		262,049
	T. Rowe Price	Retire 2055 Fund Class R		22,327
	T. Rowe Price	Retire Income Fund Class R		60,421
	AllianzGI	Ultra Micro Cap Fund Class A		156,981
	Dreyfus	Opportunistic Midcap Value A		150,686
	Eaton Vance	Atlanta Capital Smid-Cap CL A		3,037,398
	Forward			$ 12,171,645

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
	Forward			$ 12,171,645
	Invesco	Select Companies A		358,713
	John Hancock	Disciplined Value Mid Cap A		1,335,428
	Lord Abbett	Developing Growth CL A		432,427
	MFS	International Value R3		396,145
	Oppenheimer	Equity Income A		1,188,962
	Oppenheimer	International Growth Fund Class A		80,286
	PIMCO	Fundamental IndexPLUS A		2,951,338
	PIMCO	Investment Grade Bd A		548,603
	PIMCO	Re Real Ret A		2,543
	PIMCO	Small Cap StocksPLUS AR Fund Class A		161,871
	PIMCO	International Stocksplus Strategy Fund		1,155,964
	Wells Fargo Advantage	Growth A		1,617,675
	Undiscovered Managers	Behavioral Value Fund Class A		267,931
	Columbia	U.S. Government Mortgage Fund Class A		1,299,789
	Federated	High Yield Trust Service Shares		442,824
	RS	Select Growth A		7,364
	ClearBridge	Aggressive Growth Fund Class A		1,469,080
*	Participant Loans	4.25% - 9.25%		492,275
	Total			$ 26,380,863

The above information has been certified as complete and accurate by the Plan's custodian.

** Cost information not required for Participant Directed Investments.
* Party-in-interest

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2013 AND 2012

SPELLMAN 401(k) SAVINGS PLAN

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INDEPENDENT AUDITORS' REPORT

To the Administrator of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings Plan (the "Plan"), which is comprised of the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan 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 Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 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.

Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**

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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent contributions as of December 31, 2013 and assets (held at end of year) as of December 31, 2013, which is the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Marcum LLP

Melville, NY
October 1, 2014

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Assets		
Investments, at Fair Value		
Mutual funds	$ 21,067,843	$ 15,448,850
Common and collective trust	4,820,745	4,567,067
Total Investments	25,888,588	20,015,917
Receivables		
Employer contributions	--	175,000
Notes receivable from participants	492,275	543,598
Total Receivables	492,275	718,598
Net Assets Available for Benefits at Fair Value	26,380,863	20,734,515
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(91,759)	(152,957)
Net Assets Available for Benefits	$ 26,289,104	$ 20,581,558

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

Additions to Net Assets		
Investment income:		
Net appreciation in fair value of investments	$ 2,929,103	
Interest and dividends	1,249,483	
Total Investment Income, Net		$ 4,178,586
Interest Income on Notes Receivable From Participants		21,550
Contributions		
Participants	1,831,909	
Rollover	196,957	
Total Contributions		2,028,866
Total Additions		6,229,002
Deductions From Net Assets		
Benefits paid to participants	477,017	
Other	25,000	
Deemed distributions	15,943	
Administrative expenses	3,496	
Total Deductions		521,456
Net Increase		5,707,546
Net Assets Available For Benefits - Beginning		20,581,558
Net Assets Available For Benefits - Ending		$ 26,289,104

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the Internal Revenue Service prescribed limit of $17,500 for 2013 ($23,000 for participants age fifty-years or older). Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for matching contributions. For the year ended December 31, 2013, the Employer made no discretionary matching contributions. At December 31, 2012, the Employer recorded an employer contribution receivable of $175,000. During the year ended December 31, 2013, the Employer decided to contribute $150,000 to the Plan. The reversal of the excess contribution receivable in the amount of $25,000 is recorded as other expense and included in deductions from net assets in the accompanying statement of changes in net assets available for benefits.

The Plan currently offers investments in a common and collective trust and mutual funds.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings. Allocations are based on participant earnings 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.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.25% at December 31, 2013), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2013, new loans extended to participants totaled $156,095 and total principal repayments were $191,761.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

HARDSHIP WITHDRAWALS

The Plan provides for hardship withdrawals, as set forth in accordance with applicable sections of the Internal Revenue Code, not to exceed a participant's actual contributions to the Plan and must result from an immediate and heavy financial need of the participant.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2013, approximately $10,500 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2013, approximately $8,325 of the forfeitures were used to offset Plan administrative expenses and Employer contributions. The forfeiture balance as of December 31, 2013 and 2012 was $19,173 and $8,302, respectively.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting, except for participant benefit payments, which are recorded when paid.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in a common and collective trust, which is considered a fully benefit-responsive investment contract, is valued at fair value. However, contract value is the relevant measurement attributed for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits for the years ended December 31, 2013 and 2012 presents the fair value of the common and collective trust as well as an adjustment of the fully benefit responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, "Plan Accounting Defined Contribution Pension Plans".

USE OF ESTIMATES

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value as measured by quoted or estimated market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. The common and collective trust is reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis, interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) of fair value of investments includes realized and unrealized gains and losses net of dividends declared and reinvested. All gains and losses are reported on the accompanying statements of changes in net assets available for benefits.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses are paid out of the net assets available for benefit unless paid by the Employer. For the year ended December 31, 2013, expenses for the general administration and recordkeeping of the Plan were paid out of the net assets available for benefits. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity Management Trust Company, the trustee for the Plan at December 31, 2013 and 2012, except for comparing the information certified by the trustees to information included in the Plan's financial statements and supplementary schedules. The financial information certified by the Plan trustees as of December 31, 2013 and 2012 and for the year ended December 31, 2013 is as follows:

	December 31, 2013	December 31, 2012
Mutual funds, at contract value	$21,067,843	$15,448,850
Common and collective trusts, at contract value	4,728,986	4,414,110
Notes receivable from participants	492,275	543,598
Total Investments	$26,289,104	$20,406,558

	For the Year Ended December 31, 2013
Investment Income:	
Net appreciation in fair value of investments	$2,929,103
Interest and dividends on investments	1,249,483
Interest on notes receivable from participants	21,550
Total Investment Income, Net	$4,200,136

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures", 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. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Common and collective trust: Valued at the net value of participation units held by the Plan at year end. The value of these units is determined by the trustee of the Plan based on the current market values of the underlying assets of the common and collective trust as based on information reported by the investment advisory using the audited financial statements of the respective common and collective trust at year end.

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

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 at December 31, 2013			
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,820,745	$ --	$4,820,745	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,806,637	2,806,637	--	--
Mid-cap	4,523,512	4,523,512	--	--
Small cap	918,874	918,874	--	--
International	396,145	396,145	--	--
Specialty	84,852	84,852	--	--
Others	210,953	210,953	--	--
Foreign large growth	144,782	144,782	--	--
Large growth	4,258,057	4,258,057	--	--
Large blend	1,884,787	1,884,787	--	--
Small blend	161,871	161,871	--	--
Small growth	164,345	164,345	--	--
Small value	267,931	267,931	--	--
Blended investments	2,951,338	2,951,338	--	--
Bond investments:				
Intermediate government	1,299,789	1,299,789	--	--
High yield	442,824	442,824		
Inflation protected	2,543	2,543		
Intermediate term	548,603	548,603	--	--
Total Mutual Funds	21,067,843	21,067,843	--	--
Total	$25,888,588	$21,067,843	$4,820,745	$ --

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Fair Value Measurements at December 31, 2012				
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,567,067	$ --	$4,567,067	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,918,367	2,918,367	--	--
Mid-cap	2,997,004	2,997,004	--	--
Small cap	662,485	662,485	--	--
International	1,296,523	1,296,523	--	--
Specialty	241,882	241,882	--	--
Others	235,534	235,534	--	--
Blended investments	4,557,169	4,557,169	--	--
Bond investments:				
Income	361,461	361,461	--	--
Intermediate government	1,575,333	1,575,333	--	--
Intermediate term	603,092	603,092	--	--
Total Mutual Funds	15,448,850	15,448,850	--	--
Total	$20,015,917	$15,448,850	$4,567,067	$ --

Fair Value of Investments in Entities That Use NAV.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2013:				
Collective trust fund- S&P 500	$4,820,745	N/A	Daily	N/A

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2012:				
Collective trust fund-S&P 500	$4,567,067	N/A	Daily	N/A

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the Internal Revenue Code and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31, 2013	December 31, 2012
Fidelity Advisor Stable Value Portfolio - Class II	$4,820,745	$4,567,067
Fidelity Advisor Strategic Growth-A	*	1,058,041
Eaton Vance Atlanta Capital Smid-Cap CLA	3,037,398	2,048,580
John Hancock Disciplined Value Mid Cap A	1,335,428	*
PIMCO Fundamental Index PLUS A	2,951,338	2,153,909
Wells Fargo Advantage Growth A	1,617,675	1,102,918
ClearBridge Aggressive Growth Fund Class A	1,469,080	*
Putnam US Govt Inc A	*	1,575,333

* Investment did not represent 5% of the Plan's net assets as of December 31, 2013 or 2012, respectively.

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by $2,929,103 as follows:

Net appreciation in common and collective trust	$ 40,777
Net appreciation in mutual funds	2,888,326
Net Appreciation in Fair Value of Investments	$2,929,103

The Plan entered into a benefit-responsive investment contract (the "Fidelity Advisor Stable Value Portfolio") with Fidelity Management Trust Company. Contributions are maintained in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Fidelity Advisor Stable Value Fund is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Fidelity Management Trust Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

NOTE 8 - INVESTMENTS (CONTINUED)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of this fund as of December 31, 2013 and 2012 was $4,820,745 and $4,567,067, respectively. The contract value of the fund as of December 31, 2013 and 2012 was $4,728,986 and $4,414,110, respectively, which is recorded as component of net assets available for benefits.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exempt under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value, are probable of occurring.

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average Yields:		
Based on actual earnings [(1)]	1.70%	1.69%
Based on interest rate credited to the participants [(2)]	0.92%	1.11%

[(1)] Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investments on the same date.

[(2)] Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investments on the same date.

NOTE 9 - RISKS AND UNCERTAINTIES

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

NOTE 10 - PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are shares of a common and collective trust and mutual funds managed by Fidelity, the Plan's custodian and trustee. The Plan extends loans to its participants, which are included as notes receivable from participants on the Statement of Net Assets Available for Benefits at December 31, 2013 and 2012.

NOTE 11 - VOLUNTARY FIDUCIARY CORRECTION PROGRAM

The Plan Sponsor determined that certain remittances of employee deferrals and/or loan repayments for the Plan year ended December 31, 2013 were not made timely in accordance with DOL guidelines. The Plan Sponsor ultimately decided to categorize the remittances in question as prohibited transactions. The Plan Sponsor has filed with the DOL's Voluntary Fiduciary Correction program ("VFCP") to self correct the violations, and has deposited lost earnings of $1.26 on September 6, 2013.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$26,289,104	$20,581,558
Adjustment from fair value to contract value for fully benefit-responsive investment contract	91,759	152,957
Net Assets Available for Benefits Per Form 5500	$26,380,863	$20,734,515

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2013 to Form 5500:

	December 31, 2013
Net appreciation in fair value of investments per the financial statements	$2,929,103
Prior year fair market value adjustment	(152,957)
Current year fair market value adjustment	91,759
Net Appreciation in Fair Value of Investments Per Form 5500	$2,867,905

NOTE 13 - SUBSEQUENT EVENTS

The Plan evaluated events occurring subsequent to December 31, 2013 through October 1, 2014, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

DECEMBER 31, 2013

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
August 8, 2013		$ --	$ --	$ --	$ 306
August 21, 2013		--	--	--	306
August 29, 2013		--	--	--	306
Total		$ --	$ --	$ --	$ 918

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
*	Fidelity Advisor	Stable Value Portfolio - Class II	**	$ 4,820,745
*	Fidelity Advisor	Consumer Staples Fund- Class A		210,953
*	Fidelity Advisor	International Growth A		144,782
*	Fidelity Advisor	Small Cap Value Fund - Class A		127,734
*	Fidelity Advisor	Real Estate Fund - Class A		84,852
*	Spartan	500 Index Fund - Fidelity Advantage Class		154,608
	T. Rowe Price	Retire 2005 Fund Class R		7,556
	T. Rowe Price	Retire 2010 Fund Class R		136,069
	T. Rowe Price	Retire 2015 Fund Class R		80,201
	T. Rowe Price	Retire 2020 Fund Class R		297,524
	T. Rowe Price	Retire 2025 Fund Class R		784,655
	T. Rowe Price	Retire 2030 Fund Class R		801,958
	T. Rowe Price	Retire 2035 Fund Class R		445,955
	T. Rowe Price	Retire 2040 Fund Class R		335,559
	T. Rowe Price	Retire 2045 Fund Class R		48,632
	T. Rowe Price	Retire 2050 Fund Class R		262,049
	T. Rowe Price	Retire 2055 Fund Class R		22,327
	T. Rowe Price	Retire Income Fund Class R		60,421
	AllianzGI	Ultra Micro Cap Fund Class A		156,981
	Dreyfus	Opportunistic Midcap Value A		150,686
	Eaton Vance	Atlanta Capital Smid-Cap CL A		3,037,398
	Forward			$ 12,171,645

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
	Forward			$ 12,171,645
	Invesco	Select Companies A		358,713
	John Hancock	Disciplined Value Mid Cap A		1,335,428
	Lord Abbett	Developing Growth CL A		432,427
	MFS	International Value R3		396,145
	Oppenheimer	Equity Income A		1,188,962
	Oppenheimer	International Growth Fund Class A		80,286
	PIMCO	Fundamental IndexPLUS A		2,951,338
	PIMCO	Investment Grade Bd A		548,603
	PIMCO	Re Real Ret A		2,543
	PIMCO	Small Cap StocksPLUS AR Fund Class A		161,871
	PIMCO	International Stocksplus Strategy Fund		1,155,964
	Wells Fargo Advantage	Growth A		1,617,675
	Undiscovered Managers	Behavioral Value Fund Class A		267,931
	Columbia	U.S. Government Mortgage Fund Class A		1,299,789
	Federated	High Yield Trust Service Shares		442,824
	RS	Select Growth A		7,364
	ClearBridge	Aggressive Growth Fund Class A		1,469,080
*	Participant Loans	4.25% - 9.25%		492,275
	Total			$ 26,380,863

The above information has been certified as complete and accurate by the Plan's custodian.

** Cost information not required for Participant Directed Investments.
* Party-in-interest

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2013 AND 2012

SPELLMAN 401(k) SAVINGS PLAN

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INDEPENDENT AUDITORS' REPORT

To the Administrator of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings Plan (the "Plan"), which is comprised of the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan 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 Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 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.

Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**

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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent contributions as of December 31, 2013 and assets (held at end of year) as of December 31, 2013, which is the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Marcum LLP

Melville, NY
October 1, 2014

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Assets		
Investments, at Fair Value		
Mutual funds	$ 21,067,843	$ 15,448,850
Common and collective trust	4,820,745	4,567,067
Total Investments	25,888,588	20,015,917
Receivables		
Employer contributions	--	175,000
Notes receivable from participants	492,275	543,598
Total Receivables	492,275	718,598
Net Assets Available for Benefits at Fair Value	26,380,863	20,734,515
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(91,759)	(152,957)
Net Assets Available for Benefits	$ 26,289,104	$ 20,581,558

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

Additions to Net Assets		
Investment income:		
Net appreciation in fair value of investments	$ 2,929,103	
Interest and dividends	1,249,483	
Total Investment Income, Net		$ 4,178,586
Interest Income on Notes Receivable From Participants		21,550
Contributions		
Participants	1,831,909	
Rollover	196,957	
Total Contributions		2,028,866
Total Additions		6,229,002
Deductions From Net Assets		
Benefits paid to participants	477,017	
Other	25,000	
Deemed distributions	15,943	
Administrative expenses	3,496	
Total Deductions		521,456
Net Increase		5,707,546
Net Assets Available For Benefits - Beginning		20,581,558
Net Assets Available For Benefits - Ending		$ 26,289,104

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the Internal Revenue Service prescribed limit of $17,500 for 2013 ($23,000 for participants age fifty-years or older). Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for matching contributions. For the year ended December 31, 2013, the Employer made no discretionary matching contributions. At December 31, 2012, the Employer recorded an employer contribution receivable of $175,000. During the year ended December 31, 2013, the Employer decided to contribute $150,000 to the Plan. The reversal of the excess contribution receivable in the amount of $25,000 is recorded as other expense and included in deductions from net assets in the accompanying statement of changes in net assets available for benefits.

The Plan currently offers investments in a common and collective trust and mutual funds.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings. Allocations are based on participant earnings 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.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.25% at December 31, 2013), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2013, new loans extended to participants totaled $156,095 and total principal repayments were $191,761.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

HARDSHIP WITHDRAWALS

The Plan provides for hardship withdrawals, as set forth in accordance with applicable sections of the Internal Revenue Code, not to exceed a participant's actual contributions to the Plan and must result from an immediate and heavy financial need of the participant.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2013, approximately $10,500 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2013, approximately $8,325 of the forfeitures were used to offset Plan administrative expenses and Employer contributions. The forfeiture balance as of December 31, 2013 and 2012 was $19,173 and $8,302, respectively.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting, except for participant benefit payments, which are recorded when paid.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in a common and collective trust, which is considered a fully benefit-responsive investment contract, is valued at fair value. However, contract value is the relevant measurement attributed for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits for the years ended December 31, 2013 and 2012 presents the fair value of the common and collective trust as well as an adjustment of the fully benefit responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, "Plan Accounting Defined Contribution Pension Plans".

USE OF ESTIMATES

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value as measured by quoted or estimated market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. The common and collective trust is reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis, interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) of fair value of investments includes realized and unrealized gains and losses net of dividends declared and reinvested. All gains and losses are reported on the accompanying statements of changes in net assets available for benefits.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses are paid out of the net assets available for benefit unless paid by the Employer. For the year ended December 31, 2013, expenses for the general administration and recordkeeping of the Plan were paid out of the net assets available for benefits. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity Management Trust Company, the trustee for the Plan at December 31, 2013 and 2012, except for comparing the information certified by the trustees to information included in the Plan's financial statements and supplementary schedules. The financial information certified by the Plan trustees as of December 31, 2013 and 2012 and for the year ended December 31, 2013 is as follows:

	December 31, 2013	December 31, 2012
Mutual funds, at contract value	$21,067,843	$15,448,850
Common and collective trusts, at contract value	4,728,986	4,414,110
Notes receivable from participants	492,275	543,598
Total Investments	$26,289,104	$20,406,558

	For the Year Ended December 31, 2013
Investment Income:	
Net appreciation in fair value of investments	$2,929,103
Interest and dividends on investments	1,249,483
Interest on notes receivable from participants	21,550
Total Investment Income, Net	$4,200,136

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures", 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. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Common and collective trust: Valued at the net value of participation units held by the Plan at year end. The value of these units is determined by the trustee of the Plan based on the current market values of the underlying assets of the common and collective trust as based on information reported by the investment advisory using the audited financial statements of the respective common and collective trust at year end.

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

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 at December 31, 2013			
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,820,745	$ --	$4,820,745	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,806,637	2,806,637	--	--
Mid-cap	4,523,512	4,523,512	--	--
Small cap	918,874	918,874	--	--
International	396,145	396,145	--	--
Specialty	84,852	84,852	--	--
Others	210,953	210,953	--	--
Foreign large growth	144,782	144,782	--	--
Large growth	4,258,057	4,258,057	--	--
Large blend	1,884,787	1,884,787	--	--
Small blend	161,871	161,871	--	--
Small growth	164,345	164,345	--	--
Small value	267,931	267,931	--	--
Blended investments	2,951,338	2,951,338	--	--
Bond investments:				
Intermediate government	1,299,789	1,299,789	--	--
High yield	442,824	442,824		
Inflation protected	2,543	2,543		
Intermediate term	548,603	548,603	--	--
Total Mutual Funds	21,067,843	21,067,843	--	--
Total	$25,888,588	$21,067,843	$4,820,745	$ --

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Fair Value Measurements at December 31, 2012				
Description	Total	Level 1	Level 2	Level 3
Common and Collective Trust	$ 4,567,067	$ --	$4,567,067	$ --
Mutual Funds:				
Stock investments:				
Large cap	2,918,367	2,918,367	--	--
Mid-cap	2,997,004	2,997,004	--	--
Small cap	662,485	662,485	--	--
International	1,296,523	1,296,523	--	--
Specialty	241,882	241,882	--	--
Others	235,534	235,534	--	--
Blended investments	4,557,169	4,557,169	--	--
Bond investments:				
Income	361,461	361,461	--	--
Intermediate government	1,575,333	1,575,333	--	--
Intermediate term	603,092	603,092	--	--
Total Mutual Funds	15,448,850	15,448,850	--	--
Total	$20,015,917	$15,448,850	$4,567,067	$ --

Fair Value of Investments in Entities That Use NAV.

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2013:				
Collective trust fund- S&P 500	$4,820,745	N/A	Daily	N/A

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

	Fair Value	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
December 31, 2012:				
Collective trust fund-S&P 500	$4,567,067	N/A	Daily	N/A

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the Internal Revenue Code and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	December 31, 2013	December 31, 2012
Fidelity Advisor Stable Value Portfolio - Class II	$4,820,745	$4,567,067
Fidelity Advisor Strategic Growth-A	*	1,058,041
Eaton Vance Atlanta Capital Smid-Cap CLA	3,037,398	2,048,580
John Hancock Disciplined Value Mid Cap A	1,335,428	*
PIMCO Fundamental Index PLUS A	2,951,338	2,153,909
Wells Fargo Advantage Growth A	1,617,675	1,102,918
ClearBridge Aggressive Growth Fund Class A	1,469,080	*
Putnam US Govt Inc A	*	1,575,333

* Investment did not represent 5% of the Plan's net assets as of December 31, 2013 or 2012, respectively.

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by $2,929,103 as follows:

Net appreciation in common and collective trust	$ 40,777
Net appreciation in mutual funds	2,888,326
Net Appreciation in Fair Value of Investments	$2,929,103

The Plan entered into a benefit-responsive investment contract (the "Fidelity Advisor Stable Value Portfolio") with Fidelity Management Trust Company. Contributions are maintained in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Fidelity Advisor Stable Value Fund is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Fidelity Management Trust Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

NOTE 8 - INVESTMENTS (CONTINUED)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of this fund as of December 31, 2013 and 2012 was $4,820,745 and $4,567,067, respectively. The contract value of the fund as of December 31, 2013 and 2012 was $4,728,986 and $4,414,110, respectively, which is recorded as component of net assets available for benefits.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exempt under ERISA. The Plan administrator does not believe that any events, which would limit the Plan's ability to transact at contract value, are probable of occurring.

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average Yields:		
Based on actual earnings [(1)]	1.70%	1.69%
Based on interest rate credited to the participants [(2)]	0.92%	1.11%

[(1)] Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investments on the same date.

[(2)] Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investments on the same date.

NOTE 9 - RISKS AND UNCERTAINTIES

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

NOTE 10 - PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are shares of a common and collective trust and mutual funds managed by Fidelity, the Plan's custodian and trustee. The Plan extends loans to its participants, which are included as notes receivable from participants on the Statement of Net Assets Available for Benefits at December 31, 2013 and 2012.

NOTE 11 - VOLUNTARY FIDUCIARY CORRECTION PROGRAM

The Plan Sponsor determined that certain remittances of employee deferrals and/or loan repayments for the Plan year ended December 31, 2013 were not made timely in accordance with DOL guidelines. The Plan Sponsor ultimately decided to categorize the remittances in question as prohibited transactions. The Plan Sponsor has filed with the DOL's Voluntary Fiduciary Correction program ("VFCP") to self correct the violations, and has deposited lost earnings of $1.26 on September 6, 2013.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$26,289,104	$20,581,558
Adjustment from fair value to contract value for fully benefit-responsive investment contract	91,759	152,957
Net Assets Available for Benefits Per Form 5500	$26,380,863	$20,734,515

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2013 to Form 5500:

	December 31, 2013
Net appreciation in fair value of investments per the financial statements	$2,929,103
Prior year fair market value adjustment	(152,957)
Current year fair market value adjustment	91,759
Net Appreciation in Fair Value of Investments Per Form 5500	$2,867,905

NOTE 13 - SUBSEQUENT EVENTS

The Plan evaluated events occurring subsequent to December 31, 2013 through October 1, 2014, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

DECEMBER 31, 2013

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
August 8, 2013		$ --	$ --	$ --	$ 306
August 21, 2013		--	--	--	306
August 29, 2013		--	--	--	306
Total		$ --	$ --	$ --	$ 918

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
*	Fidelity Advisor	Stable Value Portfolio - Class II	**	$ 4,820,745
*	Fidelity Advisor	Consumer Staples Fund- Class A		210,953
*	Fidelity Advisor	International Growth A		144,782
*	Fidelity Advisor	Small Cap Value Fund - Class A		127,734
*	Fidelity Advisor	Real Estate Fund - Class A		84,852
*	Spartan	500 Index Fund - Fidelity Advantage Class		154,608
	T. Rowe Price	Retire 2005 Fund Class R		7,556
	T. Rowe Price	Retire 2010 Fund Class R		136,069
	T. Rowe Price	Retire 2015 Fund Class R		80,201
	T. Rowe Price	Retire 2020 Fund Class R		297,524
	T. Rowe Price	Retire 2025 Fund Class R		784,655
	T. Rowe Price	Retire 2030 Fund Class R		801,958
	T. Rowe Price	Retire 2035 Fund Class R		445,955
	T. Rowe Price	Retire 2040 Fund Class R		335,559
	T. Rowe Price	Retire 2045 Fund Class R		48,632
	T. Rowe Price	Retire 2050 Fund Class R		262,049
	T. Rowe Price	Retire 2055 Fund Class R		22,327
	T. Rowe Price	Retire Income Fund Class R		60,421
	AllianzGI	Ultra Micro Cap Fund Class A		156,981
	Dreyfus	Opportunistic Midcap Value A		150,686
	Eaton Vance	Atlanta Capital Smid-Cap CL A		3,037,398
	Forward			$ 12,171,645

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost	(e) Current Value
	Forward			$ 12,171,645
	Invesco	Select Companies A		358,713
	John Hancock	Disciplined Value Mid Cap A		1,335,428
	Lord Abbett	Developing Growth CL A		432,427
	MFS	International Value R3		396,145
	Oppenheimer	Equity Income A		1,188,962
	Oppenheimer	International Growth Fund Class A		80,286
	PIMCO	Fundamental IndexPLUS A		2,951,338
	PIMCO	Investment Grade Bd A		548,603
	PIMCO	Re Real Ret A		2,543
	PIMCO	Small Cap StocksPLUS AR Fund Class A		161,871
	PIMCO	International Stocksplus Strategy Fund		1,155,964
	Wells Fargo Advantage	Growth A		1,617,675
	Undiscovered Managers	Behavioral Value Fund Class A		267,931
	Columbia	U.S. Government Mortgage Fund Class A		1,299,789
	Federated	High Yield Trust Service Shares		442,824
	RS	Select Growth A		7,364
	ClearBridge	Aggressive Growth Fund Class A		1,469,080
*	Participant Loans	4.25% - 9.25%		492,275
	Total			$ 26,380,863

The above information has been certified as complete and accurate by the Plan's custodian.

** Cost information not required for Participant Directed Investments.
* Party-in-interest

See independent auditors' report.