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
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

GRAHAM ENTERPRISE, INC.

P.O. BOX 777
MUNDELEIN, IL 60060

446 MORRIS AVENUE
MUNDELEIN, IL 60060-0777

2b Employer Identification Number (EIN)
36-3728266

2c Sponsor's telephone number
847-837-0785

2d Business code (see instructions)
447100

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.	10/07/2014	JOHN GRAHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2014	JOHN GRAHAM
	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**	239
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**	192
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	38
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	230
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	230
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	230
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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	**B** Three-digit plan number (PN) ▶	
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GRAHAM ENTERPRISE, INC.	36-3728266	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FGMK, LLC

36-2929601

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	10000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CORRELL CO.

36-3492086

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	5330	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UBS FINANCIAL SERVICES INC.

13-2638166

(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?
27 65 71 63	NONE	19157	Yes [X] No [ ]	Yes [X] No [ ]	1509	Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM ENTERPRISE, INC.

D Employer Identification Number (EIN)
36-3728266

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	27963	27515
(2) Participant contributions	1b(2)	8661	
(3) Other	1b(3)	6558	5147
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	659273	336234
(2) U.S. Government securities	1c(2)	29685	27450
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	472150	456897
(B) Common	1c(4)(B)	5239339	7587647
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1358541	1882255
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7802170	10323145
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		180
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	180
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7802170	10322965

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)	562515	
(B) Participants	2a(1)(B)	252096	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		814611
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	294992	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		294992
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1501184
c Other income	2c		1752
d Total income. Add all **income** amounts in column (b) and enter total	2d		2612539
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	70175	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		70175
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	15330	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	5419	
(4) Other	2i(4)	820	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21569
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		91744
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2520795
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: FGMK, LLC **(2)** EIN: 36-2929601

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	
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		500000
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			

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
GRAHAM ENTERPRISE 401(K) PROFIT SHA

6b Trust's EIN
363892043

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
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM ENTERPRISE, INC.

D Employer Identification Number (EIN)
36-3728266

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 36-3892043

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):

Graham Enterprise
401(k)Profit Sharing Plan

Financial Statements and
Independent Auditor's Report

December 31, 2013



GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Graham Enterprise 401(k) Profit Sharing Plan

Report on the Financial Statements
We have audited the accompanying financial statements of Graham Enterprise 401(k) Profit Sharing Plan, which comprise 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
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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Graham Enterprise 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in its net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule – Schedule of Assets Held at End of Year – Form 5500, Schedule H, Part IV, Line 4i - is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

FGMK, LLC

Bannockburn, Illinois
October 7, 2014

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value:	$ 10,290,483	$ 7,758,988
Contributions receivable:		
Employer	27,515	27,963
Participant	-	8,661
	27,515	36,624
Accrued interest and other receivable	5,147	6,558
	10,323,145	7,802,170
LIABILITIES		
Payables	180	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 10,322,965	$ 7,802,170

The accompanying notes are an integral part of these statements.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

ADDITIONS	
Investment income:	
Interest, dividends and other income	$ 296,744
Net appreciation in fair value of investments	1,501,184
	1,797,928
Contributions:	
Employer	562,515
Participant	252,096
	814,611
	2,612,539
DEDUCTIONS	
Benefits paid to participants	70,175
Administrative expenses	21,569
	91,744
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	2,520,795
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	7,802,170
End of year	$ 10,322,965

The accompanying notes are an integral part of this statement.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

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

General. The Plan is a defined contribution plan with salary reduction contributions covering all full-time employees of Graham Enterprise, Inc. (the "Company", "Employer" and "Plan Administrator"). Employees become eligible to participate in the plan upon reaching 21 years of age and completion of one year of service or 1,000 hours of service during the year.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Contributions to the Plan include (i) salary reduction contributions authorized by participants, (ii) Employer Safe-Harbor Matching contributions, (iii) Employer discretionary contributions, and (iv) rollovers from new participants in another qualified plan.

Each participant may authorize the Employer to contribute into the Plan on a pre-tax basis a portion of their salary. The contribution is subject to a maximum amounts established by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Participants electing to make a salary reduction contribution are eligible to share in the Employer safe-harbor matching contribution which is a match equal to 100% of the first 3% of contributions and 50% of the next 2% of contributions.

Employer discretionary contributions are credited to participants who have 500 hours of service or more.

Participant Accounts. One or more accounts may be established under the Plan with respect to each participant for the purpose of accounting for the portion of the total trust fund held for that participant's benefit. Separate accounts are maintained for (i) salary reduction contributions, (ii) Employer safe-harbor matching contributions, (iii) Employer discretionary contributions and (iv) rollover contributions. Each participant's account is credited with an allocation of (i) the various contributions, (ii) Plan earnings, and (iii) forfeitures are allocated based on compensation integrated with the social security taxable wage base amount, as defined. Earnings allocations are based on a participants balance as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

A participant does not have the right to direct the Plan Trustees in the investment of a participant's interest in the Plan.

Vesting. Participants are immediately vested (100%) in their, (i) salary reduction contributions, (ii) Employer safe harbor contributions and (iii) rollover contributions plus actual earnings thereon.

Vesting in the Employer discretionary contribution portion of their accounts plus earnings thereon is based on a participant having at least 1,000 hours of service during the Plan year. A participant vests 20% with two years of service and is 100% vested after six years of credited service. If the Plan is top heavy the vesting is the same. A participant becomes fully vested in the portion attributable to the Employer discretionary contribution if employment is terminated because of death, permanent disability or normal retirement.

Participant Loans. The Plan does not permit participant loans.

Forfeitures. A terminated participant's nonvested account balance is forfeited the earlier of the date the participant incurs their fifth consecutive one-year break in service or upon the date the participant is distributed their vested interest in the Plan. Forfeitures are first used to pay administrative expenses of the Plan and are then reallocated to participants as additional employer contributions. Reallocated forfeitures were $21,124 for the year ended December 31, 2013. Unallocated forfeitures were $796 and $646 as of December 31, 2013 and 2012, respectively.

Party-in-Interest Transactions. Various administrative, legal and accounting services are performed by Employer personnel on behalf of the Plan for which no charges are made to the Plan. The Employer's management has no plans to obtain reimbursement of these expenses from the Plan.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN (Concluded)

Payments of Benefits. Benefits representing the vested portion of a participant's balance are payable upon retirement, permanent disability or death. Benefits representing the vested portion of a participant's accounts whose employment has terminated are payable on any reasonable practical date following termination.

Distributions may be made as an eligible rollover to an IRA, an eligible rollover to another plan, a lump sump payment or substantially equal installments, paid at least annually over the participant's life expectancy.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The accompanying financial statements have been prepared on the accrual method of accounting.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates. Future events and their effects cannot be predicted with certainty; accordingly, accounting estimates require the exercise of judgment. Accounting estimates used in the preparation of these financial statements change as new events occur, as more experience is acquired, as additional information is obtained and as the operating environment changes.

Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

All of the Plan's investments are held with UBS Financial Services, Inc.

Payments of Benefits. Benefits are recorded when paid.

Operating Expenses. All indirect expenses of maintaining the Plan are paid by the Company.

Concentration of Credit Risk. Substantially all of the Plan's investments are held by UBS Financial Services, Inc.

NOTE 3 – INVESTMENTS

The Plan's investments are held in an account with a major securities broker. As of December 31, 2013, none of the investments held represented 5% or more of the Plan's net assets. As of December 31, 2012, the Plan held one investment that represented 5% or more of the Plan's net assets, RMA Money Market Portfolio $659,054.

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

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 the following:

- 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 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 as of December 31, 2013 and 2012.

Mutual Funds and Money Market Funds. Valued at the net asset value of shares held by the Plan at year end.

Common Stocks, Preferred Stocks, Corporate Bonds, Master Limited Partnerships and U.S. Government Securities. Valued at the closing price reported on the active market on which the individual securities are traded.

Warrants. Valued at cost which approximates fair market value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan administrator believes the 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.

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 27,450	$ -	$ -	$ 27,450
Money market funds	336,235	-	-	336,235
Common stocks and bonds	8,037,224	-	-	8,037,224
Preferred stocks	25,170	-	-	25,170
Mutual funds	1,859,374	-	-	1,859,374
Other	-	-	5,030	5,030
Total investment assets at fair value	$ 10,285,453	$ -	$ 5,030	$ 10,290,483

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 29,685	$ -	$ -	$ 29,685
Money market funds	659,273	-	-	659,273
Common stocks and bonds	5,711,489	-	-	5,711,489
Preferred stocks	25,060	-	-	25,060
Mutual funds	1,328,726	-	-	1,328,726
Other	-	-	4,755	4,755
Total investment assets at fair value	$ 7,754,233	$ -	$ 4,755	$ 7,758,988

The following table sets forth a summary of the changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2013.

	Other
Beginning balance	$ 4,755
Unrealized net gains (losses) relating to instruments still held at the reporting date	275
Ending balance	$ 5,030

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	$ 275

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net depreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

NOTE 5 – PLAN TERMINATION

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

NOTE 6 – TAX STATUS

The Company has adopted a Correll Co. (the "Custodian") Nonstandardized Profit Sharing Prototype Plan with Section 401(k) provisions. The Custodian received an opinion letter from the Internal Revenue Service dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Code. This opinion letter was obtained in conjunction with the IRS restatement cycle requirements. The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 6 – TAX STATUS (Concluded)

GAAP requires 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 Internal Revenue Service or other tax authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service or other tax authorities, generally for three years after the tax returns are filed; however, there are currently no audits for any tax periods in progress.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated all known subsequent events from December 31, 2013 through October 7, 2014, the date the accompanying financial statements were available to be issued, and is not aware of any material subsequent events occurring during this period.

SUPPLEMENTARY INFORMATION

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2013

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	Abbott Labs, 1,332 shares of common stock	$ 34,375	$ 51,056
	UBS Financial Services, Inc.	Abbott Labs, 225 shares of common stock	8,021	8,624
	UBS Financial Services, Inc.	Abbvie, Inc., 1,314 shares of common stock	36,571	69,392
	UBS Financial Services, Inc.	ADT Corp, 288 shares of common stock	6,483	11,655
	UBS Financial Services, Inc.	Allstate Corp, 1,269 shares of common stock	47,965	69,211
	UBS Financial Services, Inc.	American Express Co, 1,109 shares of common stock	50,112	100,620
	UBS Financial Services, Inc.	American Tower Corp REIT, 75 shares of common stock	5,650	5,987
	UBS Financial Services, Inc.	Ameriprise Financial Inc, 410 shares of common stock	21,869	47,171
	UBS Financial Services, Inc.	Amgen Inc., 1,429 shares of common stock	39,227	163,019
	UBS Financial Services, Inc.	Apple Inc., 17 shares of common stock	7,337	9,537
	UBS Financial Services, Inc.	Applied Materials Inc, 2,103 shares of common stock	19,682	37,181
	UBS Financial Services, Inc.	Astrazeneca PLC Spon ADR, 1,747 shares of common stock	84,615	103,719
	UBS Financial Services, Inc.	AT&T Inc, 3,149 shares of common stock	95,308	110,719
	UBS Financial Services, Inc.	AT&T Inc, 137 shares of common stock	4,927	4,817
	UBS Financial Services, Inc.	Bank of America Corp, 5,835 shares of common stock	103,553	90,851
	UBS Financial Services, Inc.	Barclays PLC ADR, 1,071 shares of common stock	41,727	19,417
	UBS Financial Services, Inc.	Berkshire Hathaway Inc New CL B, 1,000 shares of common stock	78,148	118,560
	UBS Financial Services, Inc.	Boston Scientific Corp, 1,600 shares of common stock	18,290	19,232
	UBS Financial Services, Inc.	BP PLC Spon ADR, 1,487 shares of common stock	63,234	72,283
	UBS Financial Services, Inc.	BP PLC Spon ADR, 120 shares of common stock	5,129	5,833
	UBS Financial Services, Inc.	Bristol Myers Squibb Co, 2,445 shares of common stock	56,470	129,952
	UBS Financial Services, Inc.	Carnival Corp, 1,221 shares of common stock	47,071	49,048
	UBS Financial Services, Inc.	Celgene Corp, 15 shares of common stock	1,780	2,535
	UBS Financial Services, Inc.	CenturyLink Inc, 2,491 shares of common stock	127,013	79,338
	UBS Financial Services, Inc.	Cisco Systems Inc, 4,285 shares of common stock	105,046	96,113
	UBS Financial Services, Inc.	Citigroup Inc, 124 shares of common stock	46,981	6,462
	UBS Financial Services, Inc.	Clorox Co, 1,455 shares of common stock	89,314	134,966
	UBS Financial Services, Inc.	Coach Inc, 90 shares of common stock	4,719	5,052
	UBS Financial Services, Inc.	Coca Cola Co, 250 shares of common stock	29,097	30,443
	UBS Financial Services, Inc.	Coca Cola Co, 3,141 shares of common stock	72,207	129,755
	UBS Financial Services, Inc.	Coca Cola Co, 115 shares of common stock	4,630	4,750
	UBS Financial Services, Inc.	Colgate Palmolive Co, 1,979 shares of common stock	76,743	129,051
	UBS Financial Services, Inc.	Comcast Corp New CL A, 2,198 shares of common stock	81,527	114,219
	UBS Financial Services, Inc.	Comcast Corp New CL A, 1,949 shares of common stock	61,526	101,280
	UBS Financial Services, Inc.	Comp. De San. Basico Do Est. De Sao Paulo Ads, 2,000 shares of common stock	17,502	22,680
	UBS Financial Services, Inc.	Conagra Foods Inc, 2,671 shares of common stock	66,825	90,013
	UBS Financial Services, Inc.	Conagra Foods Inc, 115 shares of common stock	3,994	3,876
	UBS Financial Services, Inc.	Covidien PLC, 255 shares of common stock	4,162	17,366
	UBS Financial Services, Inc.	Covidien PLC, 110 shares of common stock	6,543	7,491
	UBS Financial Services, Inc.	Cummins Inc, 25 shares of common stock	2,902	3,524
	UBS Financial Services, Inc.	Deere and Co, 1,304 shares of common stock	58,392	119,094
	UBS Financial Services, Inc.	Deere and Co, 90 shares of common stock	7,733	8,220
	UBS Financial Services, Inc.	Dow Chemical, 3,023 shares of stock	104,793	134,221
	UBS Financial Services, Inc.	Du Pont De Nemours, 1,764 shares of common stock	75,681	114,607
	UBS Financial Services, Inc.	Duke Energy Holding Corp, 1,426 shares of common stock	79,061	98,408
	UBS Financial Services, Inc.	EMC Corp Mass, 220 shares of common stock	5,379	5,533
	UBS Financial Services, Inc.	Exxon Mobil Corp, 50 shares of common stock	4,480	5,060
	UBS Financial Services, Inc.	Ford Motor Co., 2,000 shares of common stock	34,534	30,860
	UBS Financial Services, Inc.	Frontier Communications Corp, 3,097 shares of common stock	24,623	14,401
	UBS Financial Services, Inc.	GEO Group Inc, 115 shares of common stock	4,068	3,705
	UBS Financial Services, Inc.	General Electric, 3,650 shares of common stock	96,901	102,310
	UBS Financial Services, Inc.	General Motors Co., 400 shares of common stock	18,830	16,348
		Subtotal to page 10	$ 2,192,750	$ 2,929,565

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2013

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Subtotal from page 9	$ 2,192,750	$ 2,929,565
	UBS Financial Services, Inc.	Glaxo Smithkline PLC Adr, 2,033 shares of stock	85,170	108,542
	UBS Financial Services, Inc.	Great Plains Energy Inc, 1,615 shares of common stock	40,443	39,148
	UBS Financial Services, Inc.	Hewlett Packard Co, 1,408 shares of common stock	39,379	39,396
	UBS Financial Services, Inc.	Home Depot Inc, 856 shares of common stock	34,705	70,483
	UBS Financial Services, Inc.	Home Depot Inc, 971 shares of common stock	33,405	79,952
	UBS Financial Services, Inc.	Humana Inc, 65 shares of common stock	5,137	6,709
	UBS Financial Services, Inc.	Illinois Tool Works Inc., 1,586 shares of common stock	82,141	133,351
	UBS Financial Services, Inc.	Infineon Technologies ADR, 2,000 shares of common stock	25,181	21,640
	UBS Financial Services, Inc.	ING Group Spon ADR, 1,118 shares of common stock	28,863	15,663
	UBS Financial Services, Inc.	Intel Corp, 5,171 shares of common stock	67,205	134,213
	UBS Financial Services, Inc.	Intel Corp, 285 shares of common stock	6,396	7,397
	UBS Financial Services, Inc.	International Business Machine, 890 shares of common stock	86,736	166,937
	UBS Financial Services, Inc.	International Business Machine, 30 shares of common stock	6,086	5,627
	UBS Financial Services, Inc.	JP Morgan Chase & Co, 85 shares of common stock	4,340	4,971
	UBS Financial Services, Inc.	Johnson & Johnson Com, 1,641 shares of common stock	89,897	150,299
	UBS Financial Services, Inc.	Kinder Morgan Inc, 426 shares of common stock	13,574	15,336
	UBS Financial Services, Inc.	Kroger Company, 1,617 shares of common stock	35,454	63,920
	UBS Financial Services, Inc.	Lincoln National Corp, 1,147 shares of common stock	44,444	59,208
	UBS Financial Services, Inc.	Mallinckrodt Pub Ltd Co, 31 shares of common stock	402	1,620
	UBS Financial Services, Inc.	Marsh & Mclennan Cos Inc, 2,388 shares of common stock	77,389	115,484
	UBS Financial Services, Inc.	McDonalds Corp, 1,101 shares of common stock	78,650	106,830
	UBS Financial Services, Inc.	McDonalds Corp, 830 shares of common stock	74,869	80,535
	UBS Financial Services, Inc.	McDonalds Corp, 60 shares of common stock	5,843	5,822
	UBS Financial Services, Inc.	Medtronic Inc, 2,506 shares of common stock	73,686	143,819
	UBS Financial Services, Inc.	Merck & Co Inc, 3,247 shares of common stock	118,561	162,512
	UBS Financial Services, Inc.	Microsoft Corp, 6,696 shares of common stock	114,073	250,497
	UBS Financial Services, Inc.	Microsoft Corp, 212 shares of common stock	6,341	7,931
	UBS Financial Services, Inc.	Monsanto Co, 1,751 shares of common stock	37,836	204,079
	UBS Financial Services, Inc.	Motorola Solutions Inc, 304 shares of common stock	18,327	20,520
	UBS Financial Services, Inc.	Motorola Solutions Inc, 301 shares of common stock	22,197	20,317
	UBS Financial Services, Inc.	Nestle A Sponsored ADR, 71 shares of common stock	5,018	5,225
	UBS Financial Services, Inc.	Novartis AG Spon ADR, 1,780 shares of common stock	80,710	143,076
	UBS Financial Services, Inc.	Novartis AG Spon ADR, 80 shares of common stock	5,650	6,430
	UBS Financial Services, Inc.	OI S.A. Sponsor Advisor, 2,113 shares of common stock	14,406	3,369
	UBS Financial Services, Inc.	Oracle Corp, 145 shares of common stock	4,803	5,547
	UBS Financial Services, Inc.	Pentair LTD, 138 shares of common stock	3,602	10,718
	UBS Financial Services, Inc.	Pepsico Inc, 2,137 shares of common stock	81,913	177,243
	UBS Financial Services, Inc.	Petroleo Brasileiro SA Spon, 1,000 shares of common stock	14,993	13,780
	UBS Financial Services, Inc.	Pfizer Inc, 3,941 shares of common stock	90,834	120,713
	UBS Financial Services, Inc.	Pfizer Inc, 295 shares of common stock	8,407	9,036
	UBS Financial Services, Inc.	Philip Morris Intl Inc, 65 shares of common stock	5,843	5,663
	UBS Financial Services, Inc.	Proctor & Gamble Co, 1,575 shares of common stock	101,678	128,221
	UBS Financial Services, Inc.	Proctor & Gamble Co, 60 shares of common stock	4,663	4,885
	UBS Financial Services, Inc.	Qualcomm Inc, 90 shares of common stock	5,853	6,683
	UBS Financial Services, Inc.	Schlumberger Ltd Netherlands Antilles, 1,230 shares of common stock	85,812	110,835
	UBS Financial Services, Inc.	Schlumberger Ltd Netherlands Antilles, 60 shares of common stock	4,642	5,407
	UBS Financial Services, Inc.	Senior HSG Properties Trust, 4,099 shares of common stock	95,970	91,120
	UBS Financial Services, Inc.	Spectra Energy Corp, 2,049 shares of common stock	44,912	72,985
	UBS Financial Services, Inc.	Stanley Black & Decker Inc., 1,649 shares of common stock	61,803	133,058
	UBS Financial Services, Inc.	Takeda Pharmaceutical Co, 700 shares of common stock	45,013	32,144
	UBS Financial Services, Inc.	Target Corp, 65 shares of common stock	4,436	4,113
		Subtotal to page 11	$ 4,320,441	$ 6,262,574

See Independent Auditor's Report.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2013

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Subtotal from page 10	$ 4,320,441	$ 6,262,574
	UBS Financial Services, Inc.	TE Connectivity Ltd Chf, 657 shares of common stock	19,356	36,207
	UBS Financial Services, Inc.	Teco Energy Inc, 3,624 shares of common stock	69,548	62,478
	UBS Financial Services, Inc.	Time Warner Cable Inc ,887 shares of common stock	81,389	120,189
	UBS Financial Services, Inc.	Time Warner Inc, 379 shares of common stock	44,816	26,424
	UBS Financial Services, Inc.	Travelers Co Inc, 1,251 shares of common stock	59,800	113,266
	UBS Financial Services, Inc.	Total S.A. France Spon ADR, 125 shares of common stock	6,286	7,659
	UBS Financial Services, Inc.	Travelers Co Inc, 1,594 shares of common stock	70,394	144,321
	UBS Financial Services, Inc.	Tyco Intl Ltd,991 shares of common stock	23,156	40,671
	UBS Financial Services, Inc.	Untd Technologoes Corp, 85 shares of common stock	8,042	9,673
	UBS Financial Services, Inc.	Vale SA-SP Spon ADR, 76 shares of common stock	1,280	1,159
	UBS Financial Services, Inc.	Verizon Communications Inc., 1,799 shares of common stock	61,397	88,403
	UBS Financial Services, Inc.	Verizon Communications Inc., 177 shares of common stock	8,584	8,698
	UBS Financial Services, Inc.	Vodafone Group PLC, 2,644 shares of common stock	67,584	103,936
	UBS Financial Services, Inc.	Walgreen Co, 1,766 shares of common stock	40,462	101,439
	UBS Financial Services, Inc.	Walgreen Co, 1,096 shares of common stock	37,843	62,954
	UBS Financial Services, Inc.	Weyerhauser Co, 3,497 shares of common stock	96,321	110,400
	UBS Financial Services, Inc.	Wintrust Financial Corp, 500 shares of common stock	18,295	23,060
	UBS Financial Services, Inc.	3M Co, 1,422 shares of common stock	113,306	199,435
	UBS Financial Services, Inc.	AQR Managed Futures Strategy Fund Class N, 1217.774 shares	12,266	12,799
	UBS Financial Services, Inc.	Blackrock Global Long/Short Credit Fund A, 963.592 shares	10,253	10,397
	UBS Financial Services, Inc.	Cohen & Steers REIT & Preferred Income Fund, 4,912 shares	91,782	77,118
	UBS Financial Services, Inc.	Cohen & Steers Quality Income Realty Fund Inc., 12,460 shares	170,623	118,121
	UBS Financial Services, Inc.	Cohen & Steers Preferred SEC & Inc Fund A, 634.421 shares	8,667	8,165
	UBS Financial Services, Inc.	Duff and Phelps GLB UTL INC FD , 5,363 shares	102,250	102,326
*	UBS Financial Services, Inc.	DJ-UBS Agriculture Subindex Total Rtn, 235 shares	12,246	10,935
	UBS Financial Services, Inc.	DWS Enhanced Commodity Strategy Fund S, 3,339.795 shares	73,963	50,798
*	UBS Financial Services, Inc.	UBS Dynamic Alpha Fund Class A, 17,195.739 shares	146,905	122,949
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Dividend Income Fund, 4,171 shares	76,188	70,657
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Dividend Income Fund, 3,499 shares	66,151	66,551
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Global Diversified Equity Income Fund, 5,948 shares	86,815	59,480
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy Wtite Opportunities Fund, 5,065 shares	81,254	70,961
	UBS Financial Services, Inc.	Financial Sector Spdr Trust ETF, 303 shares	5,603	6,624
	UBS Financial Services, Inc.	First Eagle Global Fund Class A, 157.495 shares	8,086	8,443
	UBS Financial Services, Inc.	Global X FDS Global X Superdivident ETF, 4,000 shares	91,309	93,840
*	UBS Financial Services, Inc.	UBS Global Allocation Fund Class A, 15,608.788 shares	167,786	163,892
	UBS Financial Services, Inc.	Ishares Iboxx $ Invt Grade Corp Bond ETF, 145 shares	17,088	16,557
	UBS Financial Services, Inc.	Ishares 1-3 Yr Treas Bond ETF, 122 shares	10,299	10,294
	UBS Financial Services, Inc.	Ishares Trust Core S&P Mid-Cap ETF, 95 shares	10,832	12,712
	UBS Financial Services, Inc.	Ishares MSCI EAFE ETF, 178 shares	10,528	11,943
	UBS Financial Services, Inc.	Ishares Trust S&P Latin Amer 40 Index Fund, 90 shares	3,760	3,334
	UBS Financial Services, Inc.	John Hancock Financial Opportunities Fund, 1,159 shares	35,252	27,294
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund, 4,837 shares	103,113	86,340
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund III, 806 shares	12,965	12,566
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund III, 4,432 shares	84,481	69,095
	UBS Financial Services, Inc.	John Hancock Tax Advantaged Dividend Income Fund, 4,261 shares	73,322	77,635
	UBS Financial Services, Inc.	Lord Abbett Inflation Focused Fund Class A, 1,126.617 shares	16,528	15,953
	UBS Financial Services, Inc.	Mainstay Marketfield Fund Class I, 692.818 shares	11,572	12,831
	UBS Financial Services, Inc.	Managed High Yield Plus Fund, 25,995 shares	137,095	52,770
	UBS Financial Services, Inc.	Nuveen Quality Preferred Income Fund 2, 1,600 shares	13,165	13,024
	UBS Financial Services, Inc.	SPDR Indx FDS S&P Interntnl Dividend ETF, 1,300 shares	59,437	61,685
	UBS Financial Services, Inc.	Templeton Dragon Fund Inc., 5,735 shares	101,863	148,422
		Subtotal to page 12	$ 7,061,747	$ 9,209,457

See Independent Auditor's Report.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2013

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

	(a)	**(b)** Identity of issue, borrower, lessor or similar party	**(c)** Description of investment including maturity date, rate of interest, collateral, par, or maturity value	**(d)** Cost	**(e)** Current value
			Subtotal from page 11	$ 7,061,747	$ 9,209,457
		UBS Financial Services, Inc.	Invesco Global Real Estate Income Fund, 4,308.491 shares	49,436	36,622
		UBS Financial Services, Inc.	Pacific Life Floating Rate Income Fund CL A, 975.226 shares	10,223	10,240
		UBS Financial Services, Inc.	Putnam Diversified Income Trust Fund Class C, 8,140.468 shares	63,683	63,496
		UBS Financial Services, Inc.	Wisdomtree Tr EM LCL Debt FD ETF, 250 shares	12,792	11,505
		UBS Financial Services, Inc.	Wisdomtree Trust Japan Hedged Equity Fd, 80 shares	3,845	4,067
		UBS Financial Services, Inc.	Cushing MLP Premier Fund Class A, 569.803 shares	11,768	12,405
		UBS Financial Services, Inc.	Hennessy Gas Utility Index Fund Investor Class Shares, 160.873 shares	3,972	4,263
		UBS Financial Services, Inc.	Neuberger Berman Genesis Fund Investor Class, 202.292 shares	4,591	8,441
		UBS Financial Services, Inc.	Oppenheimer Developing Markets Fund Cl A, 342.706 shares	12,151	13,030
		UBS Financial Services, Inc.	Virtus Alpha Sector Rotation Fund Class A, 614.510 shares	8,037	8,794
		UBS Financial Services, Inc.	Eagle Rock Energy Partners LTD, 3,000 shares	31,736	17,850
		UBS Financial Services, Inc.	Barclays Bank PLC SER Preferred CLBL, 1,000 shares preferred stock	25,000	25,170
		UBS Financial Services, Inc.	Philips 66 Partners LP MLP, 1,000 shares	31,543	37,930
		UBS Financial Services, Inc.	Palins GP Holdings LP CL A MLP, 1,000 shares	22,174	26,770
		UBS Financial Services, Inc.	General Motors Corp, 44 Warrants, expire 7/10/16	3,814	1,370
		UBS Financial Services, Inc.	General Motors Corp, 44 Warrants, expire 7/10/19	2,959	1,017
		UBS Financial Services, Inc.	Kinder Morgan, 651 Warrants, expire 5/25/17	1,231	2,643
		UBS Financial Services, Inc.	TINT Treasury Interest Payment, maturity date 5/15/22, $35,000 maturity value	8,694	27,450
		UBS Financial Services, Inc.	Alcoa Inc Call@M/W+15BP, maturity date 2/23/19, 5.72%, $25,000 maturity value	21,561	26,636
		UBS Financial Services, Inc.	Alcoa Inc Call@M/WT+12.5BP NTS, maturity date 2/1/17, 5.55%, $15,000 maturity value	12,036	16,145
		UBS Financial Services, Inc.	American Express Co NTS, maturity date 8/28/17, 6.15%, $20,000 maturity value	19,866	23,074
		UBS Financial Services, Inc.	American Express Co NTS, maturity date 8/28/17, 6.15%, $20,000 maturity value	18,608	23,074
		UBS Financial Services, Inc.	Bank of Amer Corp NTS, maturity date 8/15/16, 5.75%, $15,000 maturity value	14,648	16,542
		UBS Financial Services, Inc.	CSX Corp Call@M/W+30BP, maturity date 3/15/18, 6.25%, $15,000 maturity value	14,589	17,335
		UBS Financial Services, Inc.	Dow Chemical Co DEBS, maturity date 4/01/21, 9.00%, $18,000 maturity value	22,011	22,951
		UBS Financial Services, Inc.	Dow Chemical Co NTS Call@M/W+50BP, mat. date 5/15/19, 8.55%, $15,000 maturity value	16,610	19,368
		UBS Financial Services, Inc.	Dow Chemical Co NTS SER MW B/E, maturity date 5/15/18, 5.70%, $20,000 maturity value	17,087	22,866
		UBS Financial Services, Inc.	Duke Capital Corp MW+20BP, maturity date 7/15/18, 6.75%, $10,000 maturity value	10,677	11,475
		UBS Financial Services, Inc.	General Electric CAP CORP MTN, maturity date 5/4/20, 5.55%, $20,000 maturity value	20,669	23,015
		UBS Financial Services, Inc.	General Electric CAP CORP Step Up Call, mat. date 12/30/26, 4.00%, $50,000 maturity value	50,005	49,603
		UBS Financial Services, Inc.	Ingersoll Rand Co DEB, maturity date 8/15/21, 9.00%, $5,000 maturity value	5,862	6,251
		UBS Financial Services, Inc.	Intl Paper Co MW+ 50BP, maturity date 5/15/19, 9.375%, $10,000 maturity value	11,303	13,117
		UBS Financial Services, Inc.	Intl Paper Co, maturity date 6/15/18, 7.95%, $10,000 maturity value	9,708	12,147
		UBS Financial Services, Inc.	Marathon Oil Corp MW@+20BP BE, maturity date 10/1/17, 6.00%, $20,000 maturity value	17,959	22,666
		UBS Financial Services, Inc.	Merrill Lynch & Co Inc NTS, maturity date 4/25/18, 6.875%, $20,000 maturity value	20,351	23,647
		UBS Financial Services, Inc.	Merrill Lynch Global NTS, maturity date 11/15/18, 6.875%, $15,000 maturity value	15,514	17,833
		UBS Financial Services, Inc.	New Jersey Bell Tel Co, maturity date 6/1/22, 8.00%, $15,000 maturity value	17,467	18,109
		UBS Financial Services, Inc.	Nisource Finance CL@M/H+30BP NTS, maturity date 3/15/18, 6.40%, $20,000 maturity value	20,446	23,016
		UBS Financial Services, Inc.	Xerox Corp NTS B/E, maturity date 5/15/18, 6.35%, $20,000 maturity value	17,887	22,858
				7,744,260	9,954,248
*		UBS Financial Services, Inc.	Cash	302	302
*		UBS Financial Services, Inc.	UBS Bank USA Dep Acct	173,676	173,676
*		UBS Financial Services, Inc.	UBS Liquid Assets Fund	5,242	5,242
*		UBS Financial Services, Inc.	RMA Money Market Portfolio	157,015	157,015
				336,235	336,235
				$ 8,080,495	$ 10,290,483

* Party-in-interest

See Independent Auditor's Report.

Schedule H - Part IV - Line 4i - Schedule of Assets (Held at End of Year)
Attachment - Form 5500
Plan EIN: 36-3728266
Plan Number: 001

GRAHAM ENTERPRISE, INC. 401(K) PROFIT SHARING PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Corporate stocks - preferred:			
	UBS Financial Services, Inc.	Alcoa Inc Call@MW+12BP Rate 5.55% Matures 2/01/17	12,036	16,145
	UBS Financial Services, Inc.	Alcoa Inc Call@MW+15BP Rate 5.72% Matures 2/23/19	21,561	26,636
	UBS Financial Services, Inc.	American Express Co NTS Rate 6.15% Matures 8/28/17	38,474	46,148
	UBS Financial Services, Inc.	Bank of Amer Corp NTS Rate 5.75% Matures 8/15/16	14,648	16,542
	UBS Financial Services, Inc.	Barclays Bank PLC Ser 3 7.1% Preferred CLBL Par Value	25,000	25,170
	UBS Financial Services, Inc.	CSX Corp Call @M/W+30BP Rate 8.55% Matures 5/15/19	14,589	17,335
	UBS Financial Services, Inc.	Dow Chemical Co DEBS Rate 9% Matures 4/1/21	22,011	22,951
	UBS Financial Services, Inc.	Dow Chemical Co NTS Call@MW+50BP Rate 8.55% Matures 5/15/19	16,610	19,368
	UBS Financial Services, Inc.	Dow Chemical Co NTS Ser MN B/E Rate 7% Matures 5/15/18	17,087	22,866
	UBS Financial Services, Inc.	Duke Cptl MW+20BP Captl Corp B/E Rate 6.75% Matures 7/15/18	10,677	11,475
	UBS Financial Services, Inc.	General Elec Cap Corp Rate 4% Matures 12/20/26	50,005	49,603
	UBS Financial Services, Inc.	General Elec Cap Corp Rate 5.55% Matures 5/4/20	20,669	23,015
	UBS Financial Services, Inc.	Ingersoll Rand Co. DEB Rate 9% Matures 8/15/21	5,862	6,251
	UBS Financial Services, Inc.	Intl Paper Co Call@MW+50BP Rate 7.95% Matures 6/15/18	9,708	12,147
	UBS Financial Services, Inc.	Intl Paper Co Rate 9.375% Matures 5/15/19 MW+50BP	11,303	13,117
	UBS Financial Services, Inc.	Marathon Oil Corp MW@+20BP Rate 6% Matures 10/1/17	17,959	22,666
	UBS Financial Services, Inc.	Merrill Lynch & Co Inc Rate 6.875% Matures 4/25/18	20,351	23,647
	UBS Financial Services, Inc.	Merrill Lynch Global NTS Rate 6.875% Matures 11/15/18	15,514	17,833
	UBS Financial Services, Inc.	New Jersey Bell Tel Co Rate 8% Matures 6/1/22	17,467	18,109
	UBS Financial Services, Inc.	Nisource Finanace CL@M/H+30BP Rate 6.4% Matures 3/15/18	20,446	23,016
	UBS Financial Services, Inc.	Xerox Corp NTS B/E Call@MW+40BP Rate 6.35% Matures 5/15/18	17,887	22,858
			$ 399,863	$ 456,897
	Corporate stocks - common:			
	UBS Financial Services, Inc.	3M Co	113,306	199,436
	UBS Financial Services, Inc.	Abbott Labs	42,396	59,680
	UBS Financial Services, Inc.	Abbvie Inc Com	36,571	69,392
	UBS Financial Services, Inc.	ADT Corp Com	6,483	11,655
	UBS Financial Services, Inc.	Allstate Corp	47,966	69,211
	UBS Financial Services, Inc.	American Express Co	50,112	100,620
	UBS Financial Services, Inc.	American Tower Corp REIT	5,650	5,987
	UBS Financial Services, Inc.	Ameriprise Fianacial Inc	21,869	47,171
	UBS Financial Services, Inc.	Amgen Inc.	39,227	163,020
	UBS Financial Services, Inc.	Apple Inc	7,337	9,537
	UBS Financial Services, Inc.	Applied Materials Inc.	19,682	37,181
	UBS Financial Services, Inc.	Astrazeneca PLC	84,615	103,720
	UBS Financial Services, Inc.	AT & T Inc.	100,235	115,536
	UBS Financial Services, Inc.	Bank of Amer Corp	103,553	90,851
	UBS Financial Services, Inc.	Barclays Bank PLC SP Adr	41,727	19,417
	UBS Financial Services, Inc.	Berkshire Hathaway Inc. New	78,148	118,560
	UBS Financial Services, Inc.	Boston Scientific Corp	18,290	19,232
	UBS Financial Services, Inc.	BP PLC Spon Adr	68,363	78,116
	UBS Financial Services, Inc.	Bristol Myers Squibb Co	56,470	129,952
	UBS Financial Services, Inc.	Carnival Corp New	47,071	49,048
	UBS Financial Services, Inc.	Celgene Corp	1,780	2,535
	UBS Financial Services, Inc.	CenturyLink Inc.	127,013	79,338
	UBS Financial Services, Inc.	Cisco Systems Inc.	105,046	96,113
	UBS Financial Services, Inc.	Citigroup Inc.	46,981	6,462
	UBS Financial Services, Inc.	Clorox Cox	89,314	134,966
	UBS Financial Services, Inc.	Coach Inc	4,719	5,052
	UBS Financial Services, Inc.	Coca Cola Co. Com	105,934	164,948
	UBS Financial Services, Inc.	Colgate Palmolive Co.	76,743	129,051
	UBS Financial Services, Inc.	Comcast Corp New Cl A	143,053	215,499
	UBS Financial Services, Inc.	Companhia De Saneamento Basico	17,502	22,680
	UBS Financial Services, Inc.	Conagra Food Inc	70,819	93,888
	UBS Financial Services, Inc.	Covidien PLC	10,705	24,857
	UBS Financial Services, Inc.	Cummins Inc	2,902	3,524
	UBS Financial Services, Inc.	Deere and Co	66,125	127,314
	UBS Financial Services, Inc.	Dow Chemical	104,793	134,221
	UBS Financial Services, Inc.	Du Pont De Nemours	75,681	114,607
	UBS Financial Services, Inc.	Duke Energy Holding Corp New	79,061	98,408
	UBS Financial Services, Inc.	EMC Corp Mass	5,379	5,533
	UBS Financial Services, Inc.	Exxon Mobil Corp	4,480	5,060
	UBS Financial Services, Inc.	Ford Motor Co Com New	34,534	30,860
	UBS Financial Services, Inc.	Frontier Communications Corp	24,623	14,401
	UBS Financial Services, Inc.	General Motors Corp	18,830	16,348
	UBS Financial Services, Inc.	Genl Electric Co	96,901	102,310

Schedule H - Part IV - Line 4i - Schedule of Assets (Held at End of Year)
Attachment - Form 5500
Plan EIN: 36-3728266
Plan Number: 001

GRAHAM ENTERPRISE, INC. 401(K) PROFIT SHARING PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	Geo Group Inc	4,068	3,705
	UBS Financial Services, Inc.	Glaxo Smithkline PLC	85,170	108,542
	UBS Financial Services, Inc.	Great Plain Energy Inc	40,443	39,148
	UBS Financial Services, Inc.	Hewlett Packard Co.	39,379	39,396
	UBS Financial Services, Inc.	Home Depot Inc.	68,110	150,435
	UBS Financial Services, Inc.	Humana Inc	5,137	6,709
	UBS Financial Services, Inc.	Illinois Tool Works Inc.	82,141	133,351
	UBS Financial Services, Inc.	Infineon Technologies ADR	25,181	21,640
	UBS Financial Services, Inc.	ING Groep N V Spon Adr	28,863	15,663
	UBS Financial Services, Inc.	Intl Business Mach	92,821	172,564
	UBS Financial Services, Inc.	Intl Corp	73,602	141,610
	UBS Financial Services, Inc.	JPMorgan Chase & Co.	4,340	4,971
	UBS Financial Services, Inc.	Johnson & Johnson Com	89,897	150,299
	UBS Financial Services, Inc.	Kinder Morgan Inc	13,574	15,336
	UBS Financial Services, Inc.	Kroger Company	35,454	63,920
	UBS Financial Services, Inc.	Lincoln Natl Corp IND	44,444	59,208
	UBS Financial Services, Inc.	Mallinckrodt Pub Ltd Co	402	1,620
	UBS Financial Services, Inc.	Marsh & Mclennan Cos Inc.	77,389	115,484
	UBS Financial Services, Inc.	McDonalds Corp	159,362	193,187
	UBS Financial Services, Inc.	Medtronic Inc	73,686	143,819
	UBS Financial Services, Inc.	Merck & Co Inc New Com	118,561	162,512
	UBS Financial Services, Inc.	Microsoft Corp	120,414	258,428
	UBS Financial Services, Inc.	Monsanto Co New	37,837	204,079
	UBS Financial Services, Inc.	Motorola Solutions, Inc.	40,524	40,838
	UBS Financial Services, Inc.	Nestle S A Sponsored Adr	5,018	5,225
	UBS Financial Services, Inc.	Novartis Ag Spon Adr	86,360	149,507
	UBS Financial Services, Inc.	OI S A Spon Adr	12,817	3,062
	UBS Financial Services, Inc.	OI S A Spon Adr	1,589	307
	UBS Financial Services, Inc.	Oracle Corp	4,803	5,548
	UBS Financial Services, Inc.	Pentair Ltd	3,602	10,718
	UBS Financial Services, Inc.	Pepsico Inc.	81,913	177,243
	UBS Financial Services, Inc.	Petroleo Brasileiro Sa Spon	14,993	13,780
	UBS Financial Services, Inc.	Pfizer Inc	99,241	129,749
	UBS Financial Services, Inc.	Philip Morris Intl Inc	5,843	5,663
	UBS Financial Services, Inc.	Phillips 66 Partners LP MLP	53,717	64,700
	UBS Financial Services, Inc.	Procter & Gamble Co	106,341	133,106
	UBS Financial Services, Inc.	Qualcomm Inc	5,853	6,683
	UBS Financial Services, Inc.	Schlumberger Ltd Netherlands	90,454	116,242
	UBS Financial Services, Inc.	Senior Hsg Properties Trust	95,970	91,121
	UBS Financial Services, Inc.	Spectra Energy Corp	44,912	72,985
	UBS Financial Services, Inc.	Stanley Black & Decker Inc.	61,803	133,058
	UBS Financial Services, Inc.	Takeda Pharmaceutical Co Ltd	45,013	32,144
	UBS Financial Services, Inc.	Target Corp	4,436	4,113
	UBS Financial Services, Inc.	TE Connectivity LTD CHF	19,356	36,207
	UBS Financial Services, Inc.	Teco Energy Inc	69,548	62,478
	UBS Financial Services, Inc.	Time Warner Cable Inc	81,389	120,189
	UBS Financial Services, Inc.	Time Warner Inc New	44,816	26,424
	UBS Financial Services, Inc.	Total S.A. France Spon Adr	6,286	7,659
	UBS Financial Services, Inc.	Travelers Cos Inc/The	130,194	257,586
	UBS Financial Services, Inc.	Tyco Intl Ltd	23,156	40,671
	UBS Financial Services, Inc.	Untd Technologies Corp	8,042	9,673
	UBS Financial Services, Inc.	Vale Sa-Sp spon Adr	1,280	1,159
	UBS Financial Services, Inc.	Verizon Communications Inc.	69,980	97,101
	UBS Financial Services, Inc.	Vodafone Group PLC New Spon	67,584	103,936
	UBS Financial Services, Inc.	Walgreen Co.	78,305	164,393
	UBS Financial Services, Inc.	Weyerhaeuser Co	96,321	110,400
	UBS Financial Services, Inc.	Wintrust Financial Corp	18,295	23,060
			$ 5,202,021	$ 7,587,647
	Registered Investment Companies:			
	UBS Financial Services, Inc.	AQR Managed Futures Strategy Fund Class N	12,266	12,799
	UBS Financial Services, Inc.	Clackrock Global Long/Short credit Fund A	10,253	10,397
	UBS Financial Services, Inc.	Cohen & Steers Quality Income	170,623	118,121
	UBS Financial Services, Inc.	Cohen & Steers Reit & Preferred Income Fund	100,449	85,283
	UBS Financial Services, Inc.	Cushing MLP Premier Fund	11,768	12,405
	UBS Financial Services, Inc.	DJ - Agriculture Subindex Total Rtn	12,246	10,935
	UBS Financial Services, Inc.	Duff & Phelps Glb Utl Inc Fnd	102,250	102,326
	UBS Financial Services, Inc.	DWS Enhanced Commodity Strategy	73,963	50,798

Schedule H - Part IV - Line 4i - Schedule of Assets (Held at End of Year)
Attachment - Form 5500
Plan EIN: 36-3728266
Plan Number: 001

GRAHAM ENTERPRISE, INC. 401(K) PROFIT SHARING PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	Dynamic Allpha Fund	146,905	122,950
	UBS Financial Services, Inc.	Eagle Rock Energy Partners LTD	31,736	17,850
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Divid Income Fund	66,151	66,551
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Global Divid Income Fund	76,188	70,657
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy Write Opportuniteis Funds	81,254	70,961
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Global Diversified Equity Income	86,815	59,480
	UBS Financial Services, Inc.	Financial Sector Spdr Trust	5,603	6,624
	UBS Financial Services, Inc.	First Eagle Global Fund Class A	8,086	8,443
	UBS Financial Services, Inc.	Global Allocation	259,095	257,732
	UBS Financial Services, Inc.	Hennessy Gas utility Index Fund Investor Class Shares	3,972	4,263
	UBS Financial Services, Inc.	Ishares 1-3 Yr Treas Bond ETF	10,299	10,294
	UBS Financial Services, Inc.	Ishares Iboxx $ Invt Grade Corporate bond ETF	17,088	16,557
	UBS Financial Services, Inc.	Ishares Trust Core S&P Mid-Cap ETF	10,832	12,712
	UBS Financial Services, Inc.	Ishares Msci Eafe ETF	10,528	11,943
	UBS Financial Services, Inc.	Ishare Trust S&P Latin Amer	3,760	3,334
	UBS Financial Services, Inc.	Invesco Global Real Estate Income Fund	49,436	36,622
	UBS Financial Services, Inc.	John Hancock Financial Opportunities Funds	35,252	27,294
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund	187,594	155,435
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund III	12,965	12,566
	UBS Financial Services, Inc.	John Hancock Tax Advantaged	73,322	77,635
	UBS Financial Services, Inc.	Lord Abbett Inflation Focused Fund Class A	16,528	15,953
	UBS Financial Services, Inc.	Managed High Yield Plus Fund	137,095	52,770
	UBS Financial Services, Inc.	Mainstay Marketfield Fund Class I	11,572	12,831
	UBS Financial Services, Inc.	Neuberger Berman Genesis Fund Investor Class	7,591	8,442
	UBS Financial Services, Inc.	Nuveen Quality Preferred Income Fund 2	13,165	13,024
	UBS Financial Services, Inc.	Oppenheimer Developing Markets Funds Cl A	12,151	13,030
	UBS Financial Services, Inc.	Pacific Life Floating Rate Income Fund Cl A	10,223	10,240
	UBS Financial Services, Inc.	Putnam Diversified Income Trust Fund Class C	63,683	63,496
	UBS Financial Services, Inc.	SPDR Indx Shs Fds S&P Intrntnl Dividend ETF	59,437	61,685
	UBS Financial Services, Inc.	Templeton Dragon Fund Inc.	101,863	148,422
	UBS Financial Services, Inc.	Virtus Alpha Sector Rotation Fund Class A	8,037	8,794
	UBS Financial Services, Inc.	Warrants General Motors Co. Expires: 7/10/16	3,814	1,370
	UBS Financial Services, Inc.	Warrants General Motors Co. Expires: 7/10/19	2,959	1,017
	UBS Financial Services, Inc.	Warrants Kinder Morgan Holdco LLC	1,231	2,643
	UBS Financial Services, Inc.	Wisdomtree TR EM LCL Debt Fd	12,792	11,505
	UBS Financial Services, Inc.	Wisdomtree Trust japan Hedged Equity Fd	3,845	4,067
			$ 2,136,682	$ 1,882,254
	Government Securities:			
	UBS Financial Services, Inc.	TINT TRSY Interest Payment Matures 5/15/22	$ 8,694	$ 27,450
	Cash and cash equivalents:			
	UBS Financial Services	Cash	301	301
	UBS Financial Services	Accrued Interest	5,148	5,147
	UBS Financial Services	Bank USA Dep Acct	173,676	173,675
	UBS Financial Services	Liquid Assets Funds	5,242	5,242
*	UBS Financial Services	Money Market Portfolio	157,015	157,015
			$ 341,383	$ 341,381
			$ 8,088,643	$ 10,295,630