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
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 08/01/1985

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

SEAMAN CORPORATION

1000 VENTURE BOULEVARD
WOOSTER, OH 44691-9358

2b Employer Identification Number (EIN)
34-0736380

2c Sponsor's telephone number
330-202-5970

2d Business code (see instructions)
326100

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.	10/08/2014	ROBERT K PETIT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	ROBERT K PETIT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

SEAMAN CORPORATION

1000 VENTURE BOULEVARD
WOOSTER, OH 44691-9358

3b Administrator's EIN
34-0736380

3c Administrator's telephone number
330-202-5970

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	329
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**	307
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	328
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	328
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	310
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
2J 2E 2K 2G 2F 3D 2T 2S

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

9a Plan funding arrangement (check all that apply)

(1)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SEAMAN CORPORATION

D Employer Identification Number (EIN)
34-0736380

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	31639-001	328	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	8656591
5	Current value of plan's interest under this contract in separate accounts at year end	5	9658724

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	8804713
c	Additions: (1) Contributions deposited during the year	7c(1)	595905		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	165137		
	(4) Transferred from separate account	7c(4)	444539		
	(5) Other (specify below)	7c(5)	356932		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN				
	(6) Total additions			7c(6)	1562513
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	10367226
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	804730		
	(2) Administration charge made by carrier	7e(2)	968		
	(3) Transferred to separate account	7e(3)	422930		
	(4) Other (specify below)	7e(4)	482007		
	▶ LOAN INITIATIONS TRANSFERS OUT/MISC OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	1710635
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	8656591

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SEAMAN CORPORATION

D Employer Identification Number (EIN)
34-0736380

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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)

INDEPENDENT FINANCIAL PARTNERS

59-3331424

(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	NONE	29952	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

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(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?
13 15 37 50 64	NONE	2195	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	40.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 GUARANTEED INCOME FUND

(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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SEAMAN CORPORATION

D Employer Identification Number (EIN)
34-0736380

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-185	P	1069659

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/WF SM CAP VAL STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-269	P	596659

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-166	P	218038

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-167	P	539445

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-168	P	1506712

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-169	P	978086

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-170	P	281082

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3088313

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHAN INDEX

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1046727

a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED I/WELLINGTON MGT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-084	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 334003

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SEAMAN CORPORATION

D Employer Identification Number (EIN)
34-0736380

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	674610	638937
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	7868713	9658724
(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)	2444270	4042130
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	8804713	8656591
(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	19792306	22996382
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	19792306	22996382

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)	599067	
(B) Participants	2a(1)(B)	1141509	
(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)		1740576
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)	20967	
(F) Other	2b(1)(F)	165137	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		186104
(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)	24807	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		24807
(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)		1644205
(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)		797681
c Other income	2c		29952
d Total income. Add all **income** amounts in column (b) and enter total	2d		4423325
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1187002	
(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)		1187002
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	32247	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		32247
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1219249
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3204076
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MEADEN & MOORE, LTD **(2)** EIN: 34-1818258

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SEAMAN CORPORATION THRIFT-INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
SEAMAN CORPORATION

D Employer Identification Number (EIN)
34-0736380

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): 22-1211670

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):

SEAMAN CORPORATION
THRIFT-INCENTIVE PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

December 31, 2013

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Meaden&Moore

Independent Auditor's Report

To the Participants and Administrator of the
Seaman Corporation Thrift-Incentive Plan
Wooster, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Seaman Corporation Thrift-Incentive Plan, which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by the Prudential Retirement Insurance and Annuity Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule (Schedule of Assts Held for Investment Purposes at End of Year) as of and for the year ended December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Meaden & Moore, Ltd.
Cleveland, Ohio
July 28, 2014

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	December 31	
	2013	2012
ASSETS		
Notes receivable from participants	**$ 638,937**	$ 674,610
Investments (at Fair Value):		
Guaranteed Income Fund	**8,656,591**	8,804,713
Alger Capital Appreciation Instl	**1,083,512**	721,767
American Funds EuroPacific Growth	**1,363,734**	875,657
RidgeWorth Mid Cap Value Equity	**508,257**	203,545
Alliance Bernstein Small Cap Growth Adv	**351,733**	239,053
BlackRock Equity Dividend	**734,894**	404,248
Prudential Balanced I Fund	**334,003**	372,871
Prudential Lifetime Aggressive	**218,038**	169,187
Prudential Lifetime Balanced	**1,506,712**	1,094,534
Prudential Lifetime Conservative	**978,086**	790,666
Prudential Lifetime Growth	**539,445**	438,895
Prudential Lifetime Income & Equity	**281,082**	292,320
Dryden S&P 500 Index Fund	**3,088,313**	2,554,580
Core Bond Enhanced Index/PIM Fund	**1,046,727**	884,137
Prudential Mid Cap Growth/Artisan	**1,069,659**	765,327
Prudential Wells Fargo Small Cap Value Strategy	**596,659**	506,196
Total Investments	**22,357,445**	19,117,696
Total Assets	**22,996,382**	19,792,306
LIABILITIES	**-**	-
Net Assets Available for Benefits	**$ 22,996,382**	$ 19,792,306

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	Years Ended December 31	
	2013	2012
Additions to Net Assets Attributed to:		
Contributions:		
Employer	**$ 599,066**	$ 603,311
Employee	**1,141,509**	1,148,273
	1,740,575	1,751,584
Interest and dividend income	**189,944**	199,450
Net unrealized/realized appreciation	**2,471,840**	1,250,610
Total Investment Income	**2,661,784**	1,450,060
Interest income on notes receivable from participants	**20,967**	21,814
Deductions from Net Assets Attributed to:		
Benefits paid to participants	**1,187,003**	879,812
Administrative expenses	**32,247**	9,724
Total Deductions	**1,219,250**	889,536
Net Increase	**3,204,076**	2,333,922
Net Assets Available for Benefits:		
Beginning of the Year	**19,792,306**	17,458,384
End of the Year	**$ 22,996,382**	$ 19,792,306

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

Seaman Corporation
Thrift-Incentive Plan

1 Description of Plan

The following description of the Seaman Corporation Thrift-Incentive Plan (Plan) provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan covering all eligible employees of Seaman Corporation who meet the requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility:

All part-time and full-time employees who have attained 90 days of service are eligible to participate in the Plan.

Contributions:

Cash or Deferred Option [401(k)] - Participants may elect between 1% to 40% of their compensation to be contributed to the Plan by the Company. In addition, eligible participants may make catch-up contributions in accordance with Internal Revenue Service guidelines. Effective January 1, 2014, the Plan was amended to remove the maximum contribution limit on compensation.

Employer Contributions - The Company makes contributions to each eligible participant's account by matching an amount equal to $1.00 for each $1.00 contributed by the participant, up to 3% of participant compensation and $.50 for each $1.00 of contributions over 3% up to 5%.

Rollover contributions from other plans are also accepted, providing certain specified conditions are met.

Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code, as defined in the Plan agreement.

Participants' Accounts:

401(k) Accounts - Each participant's account is credited with the participant's elective contributions, employer matching contributions, earnings and losses thereon.

1 Description of Plan, Continued

Vesting:

Participants are fully vested with respect to their employee and employer contributions and income allocated to their account.

Forfeitures:

Forfeited non-vested account balances are used to reduce employer contributions. Forfeitures available for allocation were $0 (2013) and $5,716 (2012).

Notes Receivable from Participants:

Loans are permitted under certain circumstances and are subject to limitations. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans are repaid over a period not to exceed five years, with exceptions for the purchase of a primary residence.

The loans are secured by the balance in the participant's account and bear interest at rates established by the Prudential Retirement Insurance and Annuity Company. Principal and interest are paid ratably through monthly payroll deductions.

Participant loans are classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus any accrued, but unpaid interest.

Other Plan Provisions:

Normal retirement age is 65.

Payment of Benefits:

Upon termination of service, retirement, death or total and permanent disability, a participant receives a lump sum amount or annuity equal to the vested account balance.

Investment Options:

Upon enrollment in the Plan, a participant may direct any contributions to any of the investment options offered by the Plan.

2 Tax Status

On July 28, 2004, the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended; however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan Administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2013, there were no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan Administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2010.

3 Summary of Significant Accounting Policies

Basis of Accounting:

The Plan's transactions are reported on the accrual basis of accounting.

Valuation of Investments:

Investments are stated at fair value. Mutual funds are reported at fair market value as of the balance sheet date. Fair market values represent quoted market prices or, if quoted market prices are not available, estimated fair values as determined by the Plan's Trustees. Investments in pooled separate accounts are valued based on the redemption price of units owned by the Plan, which is based on the current market values of the underlying assets of pooled separate accounts. The unallocated insurance contract is at contract value.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

3 Summary of Significant Accounting Policies, Continued

The guaranteed income fund, which is a fully benefit-responsive contract, is presented at contract value on the Statement of Net Assets Available for Benefits as the contract value approximates the fair value and the adjustment of the fully benefit-responsive investment contract from fair value to contract value is immaterial to the financial statements. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The average yield based on actual earnings of the contract was 1.85% and 2.30%, as of December 31, 2013 and 2012. The crediting interest rate was 1.85% and 2.30% as of December 31, 2013 and 2012, respectively.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Fees:

Substantially all administrative fees are paid by Seaman Corporation.

The Plan was amended, effective July 1, 2012, to modify the allowable methods in which expenses may be paid from Plan assets.

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.

Risks and Uncertainties:

The Plan's investment includes investments in pooled separate accounts holding investment contracts and guaranteed income contracts with varying degrees of risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

4 Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through July 28, 2014, which is the date the financial statements were available to be issued.

5 Fair Value Measurements

As defined in current accounting literature, 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. In determining fair value, the Plan utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable firm inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

* Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
* Level 2: Inputs to the valuation methodology include:
    * Quoted prices for similar assets or liabilities in active markets;
    * Quoted prices for identical or similar assets or liabilities in inactive markets;
    * Inputs other than quoted prices that are observable for the asset or liability;
    * Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
* Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

5 Fair Value Measurements, Continued

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds:

The fair value of the mutual funds is based on quoted market prices and are classified in the Level 1 category of the valuation hierarchy.

Guaranteed Income Fund:

The fair value of the guaranteed income fund is based on the underlying assets of the contract and is valued on a daily basis. The fair value is expressed in units. The guaranteed income fund is classified in the Level 3 category of the valuation hierarchy.

Pooled Separate Accounts:

The fair values of the pooled separate accounts are based on the net fair value of the underlying assets. The underlying investments are valued at fair value based on commercial quotation services. The pooled separate accounts are classified in the Level 2 category of the valuation hierarchy.

The following table presents the financial instruments carried at fair value, on a recurring basis, as of December 31, 2013, by the valuation hierarchy (as described previously).

5 Fair Value Measurements, Continued

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Models with Significant Unobservable Market Parameters (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Guaranteed Income Fund	**$ -**	**$ -**	**$ 8,656,591**	**$ 8,656,591**
Mutual Funds:				
Small Cap Funds	**351,733**	**-**	**-**	**351,733**
Mid Cap Funds	**508,257**	**-**	**-**	**508,257**
Large Cap Funds	**3,182,140**	**-**	**-**	**3,182,140**
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	**-**	**6,945,679**	**-**	**6,945,679**
Mid Cap Funds	**-**	**1,069,659**	**-**	**1,069,659**
Small Cap Funds	**-**	**596,659**	**-**	**596,659**
Bond Funds	**-**	**1,046,727**	**-**	**1,046,727**
Total Investments	**$ 4,042,130**	**$ 9,658,724**	**$ 8,656,591**	**$ 22,357,445**

The following table presents the financial instruments carried at fair value, on a recurring basis, as of December 31, 2012, by the valuation hierarchy (as described previously).

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Models with Significant Unobservable Market Parameters (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Guaranteed Income Fund	$ -	$ -	$ 8,804,713	$ 8,804,713
Mutual Funds:				
Small Cap Funds	239,053	-	-	239,053
Mid Cap Funds	203,545	-	-	203,545
Large Cap Funds	2,001,672	-	-	2,001,672
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	-	5,713,053	-	5,713,053
Mid Cap Funds	-	765,327	-	765,327
Small Cap Funds	-	506,196	-	506,196
Bond Funds	-	884,137	-	884,137
Total Investments	$ 2,444,270	$ 7,868,713	$ 8,804,713	$ 19,117,696

5 Fair Value Measurements, Continued

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Guaranteed Income Fund	
	2013	2012
Beginning Balance	**$ 8,804,713**	$ 8,254,408
Interest Income	**177,565**	210,827
Purchases	**719,585**	757,758
Settlements	**(1,045,272)**	(418,280)
Ending Balance	**$ 8,656,591**	$ 8,804,713

Investment	**Fair Value**	**Principal Valuation Technique**	**Unobservable Inputs**	**Range of Significant Input Values**	**Weighted Average**
Guaranteed Income Fund	$ 8,656,591	Fair Value equals Contract Value	Earnings at guaranteed crediting rate	Gross Guaranteed Crediting Rate must be greater than or equal to the contractual minimum crediting rate	1.85% - 2.30%

6 Investments

The Plan's funds are invested in a guaranteed income fund, mutual funds and pooled separate accounts through the Prudential Retirement Insurance and Annuity Company. Investments which constitute more than 5% of the Plan's net assets are:

	2013	2012
Guaranteed Income Fund	**$ 8,656,591**	$ 8,804,713
Prudential Lifetime Balanced	**$ 1,506,712**	$ 1,094,534
American Funds EuroPacific Growth	**$ 1,363,734**	N/A
Dryden S&P 500 Index Fund	**$ 3,088,313**	$ 2,554,580

6 Investments, Continued

Net appreciation in the fair value of investments for the years ended December 31, is as follows:

	2013	2012
Pooled Separate Accounts	**$ 1,674,160**	$ 1,250,610
Mutual Funds	**797,680**	-
Appreciation	**$ 2,471,840**	$ 1,250,610

7 Information Prepared and Certified by Custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the Custodian:

	2013	2012
Notes receivable from participants	**$ 638,937**	$ 674,610
Investments	**$ 22,357,445**	$ 19,117,696
Interest and dividend income	**$ 210,911**	$ 221,264
Net unrealized/realized appreciation	**$ 2,471,840**	$ 1,250,610

8 Party-in-Interest Transactions

Certain Plan investments are shares of a guaranteed income fund, mutual funds and pooled separate accounts managed by the Prudential Retirement Insurance and Annuity Company, the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Usual and customary fees were paid for the investment management services.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i

Seaman Corporation
Thrift-Incentive Plan

34-0736380
Plan Number 003

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed General Account Contract	N/A	$ 8,656,591
*	Alger Capital Appreciation Instl	Mutual Fund	N/A	1,083,512
*	American Funds EuroPacific Growth	Mutual Fund	N/A	1,363,734
*	RidgeWorth Mid Cap Value Equity	Mutual Fund	N/A	508,257
*	Alliance Bernstein Small Cap Growth Adv	Mutual Fund	N/A	351,733
*	BlackRock Equity Dividend	Mutual Fund	N/A	734,894
*	Prudential Balanced I Fund	Pooled Separate Account	N/A	334,003
*	Prudential Lifetime Aggressive	Pooled Separate Account	N/A	218,038
*	Prudential Lifetime Balanced	Pooled Separate Account	N/A	1,506,712
*	Prudential Lifetime Conservative	Pooled Separate Account	N/A	978,086
*	Prudential Lifetime Growth	Pooled Separate Account	N/A	539,445
*	Prudential Lifetime Income & Equity	Pooled Separate Account	N/A	281,082
*	Dryden S&P 500 Index Fund	Pooled Separate Account	N/A	3,088,313
*	Core Bond Enhanced Index/PIM Fund	Pooled Separate Account	N/A	1,046,727
*	Prudential Mid Cap Growth/Artisan	Pooled Separate Account	N/A	1,069,659
*	Prudential Wells Fargo Small Cap Value Strategy	Pooled Separate Account	N/A	596,659
	Total Investments			22,357,445
*	Participant loans	Notes receivable (interest rates at 3.25% to 7.25%)	N/A	638,937
				$ 22,996,382

* Party-in-interest to the Plan.

SEAMAN CORPORATION
THRIFT-INCENTIVE PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

December 31, 2013

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Meaden&Moore

Independent Auditor's Report

To the Participants and Administrator of the
Seaman Corporation Thrift-Incentive Plan
Wooster, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Seaman Corporation Thrift-Incentive Plan, which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by the Prudential Retirement Insurance and Annuity Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule (Schedule of Assts Held for Investment Purposes at End of Year) as of and for the year ended December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Meaden & Moore, Ltd.
Cleveland, Ohio
July 28, 2014

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	December 31	
	2013	2012
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Notes receivable from participants	**$ 638,937**	$ 674,610
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Total Investments	**22,357,445**	19,117,696
Total Assets	**22,996,382**	19,792,306
LIABILITIES	**-**	-
Net Assets Available for Benefits	**$ 22,996,382**	$ 19,792,306

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	Years Ended December 31	
	2013	2012
Additions to Net Assets Attributed to:		
Contributions:		
Employer	**$ 599,066**	$ 603,311
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	1,740,575	1,751,584
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Total Deductions	**1,219,250**	889,536
Net Increase	**3,204,076**	2,333,922
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Beginning of the Year	**19,792,306**	17,458,384
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See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

Seaman Corporation
Thrift-Incentive Plan

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Eligibility:

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Contributions:

Cash or Deferred Option [401(k)] - Participants may elect between 1% to 40% of their compensation to be contributed to the Plan by the Company. In addition, eligible participants may make catch-up contributions in accordance with Internal Revenue Service guidelines. Effective January 1, 2014, the Plan was amended to remove the maximum contribution limit on compensation.

Employer Contributions - The Company makes contributions to each eligible participant's account by matching an amount equal to $1.00 for each $1.00 contributed by the participant, up to 3% of participant compensation and $.50 for each $1.00 of contributions over 3% up to 5%.

Rollover contributions from other plans are also accepted, providing certain specified conditions are met.

Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code, as defined in the Plan agreement.

Participants' Accounts:

401(k) Accounts - Each participant's account is credited with the participant's elective contributions, employer matching contributions, earnings and losses thereon.

1 Description of Plan, Continued

Vesting:

Participants are fully vested with respect to their employee and employer contributions and income allocated to their account.

Forfeitures:

Forfeited non-vested account balances are used to reduce employer contributions. Forfeitures available for allocation were $0 (2013) and $5,716 (2012).

Notes Receivable from Participants:

Loans are permitted under certain circumstances and are subject to limitations. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans are repaid over a period not to exceed five years, with exceptions for the purchase of a primary residence.

The loans are secured by the balance in the participant's account and bear interest at rates established by the Prudential Retirement Insurance and Annuity Company. Principal and interest are paid ratably through monthly payroll deductions.

Participant loans are classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus any accrued, but unpaid interest.

Other Plan Provisions:

Normal retirement age is 65.

Payment of Benefits:

Upon termination of service, retirement, death or total and permanent disability, a participant receives a lump sum amount or annuity equal to the vested account balance.

Investment Options:

Upon enrollment in the Plan, a participant may direct any contributions to any of the investment options offered by the Plan.

2 Tax Status

On July 28, 2004, the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended; however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan Administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2013, there were no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan Administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2010.

3 Summary of Significant Accounting Policies

Basis of Accounting:

The Plan's transactions are reported on the accrual basis of accounting.

Valuation of Investments:

Investments are stated at fair value. Mutual funds are reported at fair market value as of the balance sheet date. Fair market values represent quoted market prices or, if quoted market prices are not available, estimated fair values as determined by the Plan's Trustees. Investments in pooled separate accounts are valued based on the redemption price of units owned by the Plan, which is based on the current market values of the underlying assets of pooled separate accounts. The unallocated insurance contract is at contract value.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

3 Summary of Significant Accounting Policies, Continued

The guaranteed income fund, which is a fully benefit-responsive contract, is presented at contract value on the Statement of Net Assets Available for Benefits as the contract value approximates the fair value and the adjustment of the fully benefit-responsive investment contract from fair value to contract value is immaterial to the financial statements. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The average yield based on actual earnings of the contract was 1.85% and 2.30%, as of December 31, 2013 and 2012. The crediting interest rate was 1.85% and 2.30% as of December 31, 2013 and 2012, respectively.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Fees:

Substantially all administrative fees are paid by Seaman Corporation.

The Plan was amended, effective July 1, 2012, to modify the allowable methods in which expenses may be paid from Plan assets.

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.

Risks and Uncertainties:

The Plan's investment includes investments in pooled separate accounts holding investment contracts and guaranteed income contracts with varying degrees of risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

4 Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through July 28, 2014, which is the date the financial statements were available to be issued.

5 Fair Value Measurements

As defined in current accounting literature, 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. In determining fair value, the Plan utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable firm inputs. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

* Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
* Level 2: Inputs to the valuation methodology include:
    * Quoted prices for similar assets or liabilities in active markets;
    * Quoted prices for identical or similar assets or liabilities in inactive markets;
    * Inputs other than quoted prices that are observable for the asset or liability;
    * Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
* Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

5 Fair Value Measurements, Continued

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds:

The fair value of the mutual funds is based on quoted market prices and are classified in the Level 1 category of the valuation hierarchy.

Guaranteed Income Fund:

The fair value of the guaranteed income fund is based on the underlying assets of the contract and is valued on a daily basis. The fair value is expressed in units. The guaranteed income fund is classified in the Level 3 category of the valuation hierarchy.

Pooled Separate Accounts:

The fair values of the pooled separate accounts are based on the net fair value of the underlying assets. The underlying investments are valued at fair value based on commercial quotation services. The pooled separate accounts are classified in the Level 2 category of the valuation hierarchy.

The following table presents the financial instruments carried at fair value, on a recurring basis, as of December 31, 2013, by the valuation hierarchy (as described previously).

5 Fair Value Measurements, Continued

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Models with Significant Unobservable Market Parameters (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Guaranteed Income Fund	**$ -**	**$ -**	**$ 8,656,591**	**$ 8,656,591**
Mutual Funds:				
Small Cap Funds	**351,733**	**-**	**-**	**351,733**
Mid Cap Funds	**508,257**	**-**	**-**	**508,257**
Large Cap Funds	**3,182,140**	**-**	**-**	**3,182,140**
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	**-**	**6,945,679**	**-**	**6,945,679**
Mid Cap Funds	**-**	**1,069,659**	**-**	**1,069,659**
Small Cap Funds	**-**	**596,659**	**-**	**596,659**
Bond Funds	**-**	**1,046,727**	**-**	**1,046,727**
Total Investments	**$ 4,042,130**	**$ 9,658,724**	**$ 8,656,591**	**$ 22,357,445**

The following table presents the financial instruments carried at fair value, on a recurring basis, as of December 31, 2012, by the valuation hierarchy (as described previously).

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Models with Significant Unobservable Market Parameters (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Guaranteed Income Fund	$ -	$ -	$ 8,804,713	$ 8,804,713
Mutual Funds:				
Small Cap Funds	239,053	-	-	239,053
Mid Cap Funds	203,545	-	-	203,545
Large Cap Funds	2,001,672	-	-	2,001,672
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	-	5,713,053	-	5,713,053
Mid Cap Funds	-	765,327	-	765,327
Small Cap Funds	-	506,196	-	506,196
Bond Funds	-	884,137	-	884,137
Total Investments	$ 2,444,270	$ 7,868,713	$ 8,804,713	$ 19,117,696

5 Fair Value Measurements, Continued

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Guaranteed Income Fund	
	2013	2012
Beginning Balance	**$ 8,804,713**	$ 8,254,408
Interest Income	**177,565**	210,827
Purchases	**719,585**	757,758
Settlements	**(1,045,272)**	(418,280)
Ending Balance	**$ 8,656,591**	$ 8,804,713

Investment	**Fair Value**	**Principal Valuation Technique**	**Unobservable Inputs**	**Range of Significant Input Values**	**Weighted Average**
Guaranteed Income Fund	$ 8,656,591	Fair Value equals Contract Value	Earnings at guaranteed crediting rate	Gross Guaranteed Crediting Rate must be greater than or equal to the contractual minimum crediting rate	1.85% - 2.30%

6 Investments

The Plan's funds are invested in a guaranteed income fund, mutual funds and pooled separate accounts through the Prudential Retirement Insurance and Annuity Company. Investments which constitute more than 5% of the Plan's net assets are:

	2013	2012
Guaranteed Income Fund	**$ 8,656,591**	$ 8,804,713
Prudential Lifetime Balanced	**$ 1,506,712**	$ 1,094,534
American Funds EuroPacific Growth	**$ 1,363,734**	N/A
Dryden S&P 500 Index Fund	**$ 3,088,313**	$ 2,554,580

6 Investments, Continued

Net appreciation in the fair value of investments for the years ended December 31, is as follows:

	2013	2012
Pooled Separate Accounts	**$ 1,674,160**	$ 1,250,610
Mutual Funds	**797,680**	-
Appreciation	**$ 2,471,840**	$ 1,250,610

7 Information Prepared and Certified by Custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the Custodian:

	2013	2012
Notes receivable from participants	**$ 638,937**	$ 674,610
Investments	**$ 22,357,445**	$ 19,117,696
Interest and dividend income	**$ 210,911**	$ 221,264
Net unrealized/realized appreciation	**$ 2,471,840**	$ 1,250,610

8 Party-in-Interest Transactions

Certain Plan investments are shares of a guaranteed income fund, mutual funds and pooled separate accounts managed by the Prudential Retirement Insurance and Annuity Company, the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Usual and customary fees were paid for the investment management services.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i

Seaman Corporation
Thrift-Incentive Plan

34-0736380
Plan Number 003

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed General Account Contract	N/A	$ 8,656,591
*	Alger Capital Appreciation Instl	Mutual Fund	N/A	1,083,512
*	American Funds EuroPacific Growth	Mutual Fund	N/A	1,363,734
*	RidgeWorth Mid Cap Value Equity	Mutual Fund	N/A	508,257
*	Alliance Bernstein Small Cap Growth Adv	Mutual Fund	N/A	351,733
*	BlackRock Equity Dividend	Mutual Fund	N/A	734,894
*	Prudential Balanced I Fund	Pooled Separate Account	N/A	334,003
*	Prudential Lifetime Aggressive	Pooled Separate Account	N/A	218,038
*	Prudential Lifetime Balanced	Pooled Separate Account	N/A	1,506,712
*	Prudential Lifetime Conservative	Pooled Separate Account	N/A	978,086
*	Prudential Lifetime Growth	Pooled Separate Account	N/A	539,445
*	Prudential Lifetime Income & Equity	Pooled Separate Account	N/A	281,082
*	Dryden S&P 500 Index Fund	Pooled Separate Account	N/A	3,088,313
*	Core Bond Enhanced Index/PIM Fund	Pooled Separate Account	N/A	1,046,727
*	Prudential Mid Cap Growth/Artisan	Pooled Separate Account	N/A	1,069,659
*	Prudential Wells Fargo Small Cap Value Strategy	Pooled Separate Account	N/A	596,659
	Total Investments			22,357,445
*	Participant loans	Notes receivable (interest rates at 3.25% to 7.25%)	N/A	638,937
				$ 22,996,382

* Party-in-interest to the Plan.

SEAMAN CORPORATION
THRIFT-INCENTIVE PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

December 31, 2013

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Meaden&Moore

Independent Auditor's Report

To the Participants and Administrator of the
Seaman Corporation Thrift-Incentive Plan
Wooster, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Seaman Corporation Thrift-Incentive Plan, which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by the Prudential Retirement Insurance and Annuity Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule (Schedule of Assts Held for Investment Purposes at End of Year) as of and for the year ended December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Meaden & Moore, Ltd.
Cleveland, Ohio
July 28, 2014

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	December 31	
	2013	2012
ASSETS		
Notes receivable from participants	**$ 638,937**	$ 674,610
Investments (at Fair Value):		
Guaranteed Income Fund	**8,656,591**	8,804,713
Alger Capital Appreciation Instl	**1,083,512**	721,767
American Funds EuroPacific Growth	**1,363,734**	875,657
RidgeWorth Mid Cap Value Equity	**508,257**	203,545
Alliance Bernstein Small Cap Growth Adv	**351,733**	239,053
BlackRock Equity Dividend	**734,894**	404,248
Prudential Balanced I Fund	**334,003**	372,871
Prudential Lifetime Aggressive	**218,038**	169,187
Prudential Lifetime Balanced	**1,506,712**	1,094,534
Prudential Lifetime Conservative	**978,086**	790,666
Prudential Lifetime Growth	**539,445**	438,895
Prudential Lifetime Income & Equity	**281,082**	292,320
Dryden S&P 500 Index Fund	**3,088,313**	2,554,580
Core Bond Enhanced Index/PIM Fund	**1,046,727**	884,137
Prudential Mid Cap Growth/Artisan	**1,069,659**	765,327
Prudential Wells Fargo Small Cap Value Strategy	**596,659**	506,196
Total Investments	**22,357,445**	19,117,696
Total Assets	**22,996,382**	19,792,306
LIABILITIES	**-**	-
Net Assets Available for Benefits	**$ 22,996,382**	$ 19,792,306

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Seaman Corporation
Thrift-Incentive Plan

	Years Ended December 31	
	2013	2012
Additions to Net Assets Attributed to:		
Contributions:		
Employer	**$ 599,066**	$ 603,311
Employee	**1,141,509**	1,148,273
	1,740,575	1,751,584
Interest and dividend income	**189,944**	199,450
Net unrealized/realized appreciation	**2,471,840**	1,250,610
Total Investment Income	**2,661,784**	1,450,060
Interest income on notes receivable from participants	**20,967**	21,814
Deductions from Net Assets Attributed to:		
Benefits paid to participants	**1,187,003**	879,812
Administrative expenses	**32,247**	9,724
Total Deductions	**1,219,250**	889,536
Net Increase	**3,204,076**	2,333,922
Net Assets Available for Benefits:		
Beginning of the Year	**19,792,306**	17,458,384
End of the Year	**$ 22,996,382**	$ 19,792,306

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

Seaman Corporation
Thrift-Incentive Plan

1 Description of Plan

The following description of the Seaman Corporation Thrift-Incentive Plan (Plan) provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan covering all eligible employees of Seaman Corporation who meet the requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility:

All part-time and full-time employees who have attained 90 days of service are eligible to participate in the Plan.

Contributions:

Cash or Deferred Option [401(k)] - Participants may elect between 1% to 40% of their compensation to be contributed to the Plan by the Company. In addition, eligible participants may make catch-up contributions in accordance with Internal Revenue Service guidelines. Effective January 1, 2014, the Plan was amended to remove the maximum contribution limit on compensation.

Employer Contributions - The Company makes contributions to each eligible participant's account by matching an amount equal to $1.00 for each $1.00 contributed by the participant, up to 3% of participant compensation and $.50 for each $1.00 of contributions over 3% up to 5%.

Rollover contributions from other plans are also accepted, providing certain specified conditions are met.

Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code, as defined in the Plan agreement.

Participants' Accounts:

401(k) Accounts - Each participant's account is credited with the participant's elective contributions, employer matching contributions, earnings and losses thereon.

1 Description of Plan, Continued

Vesting:

Participants are fully vested with respect to their employee and employer contributions and income allocated to their account.

Forfeitures:

Forfeited non-vested account balances are used to reduce employer contributions. Forfeitures available for allocation were $0 (2013) and $5,716 (2012).

Notes Receivable from Participants:

Loans are permitted under certain circumstances and are subject to limitations. Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans are repaid over a period not to exceed five years, with exceptions for the purchase of a primary residence.

The loans are secured by the balance in the participant's account and bear interest at rates established by the Prudential Retirement Insurance and Annuity Company. Principal and interest are paid ratably through monthly payroll deductions.

Participant loans are classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus any accrued, but unpaid interest.

Other Plan Provisions:

Normal retirement age is 65.

Payment of Benefits:

Upon termination of service, retirement, death or total and permanent disability, a participant receives a lump sum amount or annuity equal to the vested account balance.

Investment Options:

Upon enrollment in the Plan, a participant may direct any contributions to any of the investment options offered by the Plan.

2 Tax Status

On July 28, 2004, the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended; however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan Administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2013, there were no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan Administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2010.

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Basis of Accounting:

The Plan's transactions are reported on the accrual basis of accounting.

Valuation of Investments:

Investments are stated at fair value. Mutual funds are reported at fair market value as of the balance sheet date. Fair market values represent quoted market prices or, if quoted market prices are not available, estimated fair values as determined by the Plan's Trustees. Investments in pooled separate accounts are valued based on the redemption price of units owned by the Plan, which is based on the current market values of the underlying assets of pooled separate accounts. The unallocated insurance contract is at contract value.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

3 Summary of Significant Accounting Policies, Continued

The guaranteed income fund, which is a fully benefit-responsive contract, is presented at contract value on the Statement of Net Assets Available for Benefits as the contract value approximates the fair value and the adjustment of the fully benefit-responsive investment contract from fair value to contract value is immaterial to the financial statements. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The average yield based on actual earnings of the contract was 1.85% and 2.30%, as of December 31, 2013 and 2012. The crediting interest rate was 1.85% and 2.30% as of December 31, 2013 and 2012, respectively.

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    * 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.
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Mid Cap Funds	**508,257**	**-**	**-**	**508,257**
Large Cap Funds	**3,182,140**	**-**	**-**	**3,182,140**
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	**-**	**6,945,679**	**-**	**6,945,679**
Mid Cap Funds	**-**	**1,069,659**	**-**	**1,069,659**
Small Cap Funds	**-**	**596,659**	**-**	**596,659**
Bond Funds	**-**	**1,046,727**	**-**	**1,046,727**
Total Investments	**$ 4,042,130**	**$ 9,658,724**	**$ 8,656,591**	**$ 22,357,445**

The following table presents the financial instruments carried at fair value, on a recurring basis, as of December 31, 2012, by the valuation hierarchy (as described previously).

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Models with Significant Unobservable Market Parameters (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Guaranteed Income Fund	$ -	$ -	$ 8,804,713	$ 8,804,713
Mutual Funds:				
Small Cap Funds	239,053	-	-	239,053
Mid Cap Funds	203,545	-	-	203,545
Large Cap Funds	2,001,672	-	-	2,001,672
Pooled Separate Accounts:				
Balanced/Lifestyle Funds	-	5,713,053	-	5,713,053
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Bond Funds	-	884,137	-	884,137
Total Investments	$ 2,444,270	$ 7,868,713	$ 8,804,713	$ 19,117,696

5 Fair Value Measurements, Continued

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Guaranteed Income Fund	
	2013	2012
Beginning Balance	**$ 8,804,713**	$ 8,254,408
Interest Income	**177,565**	210,827
Purchases	**719,585**	757,758
Settlements	**(1,045,272)**	(418,280)
Ending Balance	**$ 8,656,591**	$ 8,804,713

Investment	**Fair Value**	**Principal Valuation Technique**	**Unobservable Inputs**	**Range of Significant Input Values**	**Weighted Average**
Guaranteed Income Fund	$ 8,656,591	Fair Value equals Contract Value	Earnings at guaranteed crediting rate	Gross Guaranteed Crediting Rate must be greater than or equal to the contractual minimum crediting rate	1.85% - 2.30%

6 Investments

The Plan's funds are invested in a guaranteed income fund, mutual funds and pooled separate accounts through the Prudential Retirement Insurance and Annuity Company. Investments which constitute more than 5% of the Plan's net assets are:

	2013	2012
Guaranteed Income Fund	**$ 8,656,591**	$ 8,804,713
Prudential Lifetime Balanced	**$ 1,506,712**	$ 1,094,534
American Funds EuroPacific Growth	**$ 1,363,734**	N/A
Dryden S&P 500 Index Fund	**$ 3,088,313**	$ 2,554,580

6 Investments, Continued

Net appreciation in the fair value of investments for the years ended December 31, is as follows:

	2013	2012
Pooled Separate Accounts	**$ 1,674,160**	$ 1,250,610
Mutual Funds	**797,680**	-
Appreciation	**$ 2,471,840**	$ 1,250,610

7 Information Prepared and Certified by Custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the Custodian:

	2013	2012
Notes receivable from participants	**$ 638,937**	$ 674,610
Investments	**$ 22,357,445**	$ 19,117,696
Interest and dividend income	**$ 210,911**	$ 221,264
Net unrealized/realized appreciation	**$ 2,471,840**	$ 1,250,610

8 Party-in-Interest Transactions

Certain Plan investments are shares of a guaranteed income fund, mutual funds and pooled separate accounts managed by the Prudential Retirement Insurance and Annuity Company, the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Usual and customary fees were paid for the investment management services.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i

Seaman Corporation
Thrift-Incentive Plan

34-0736380
Plan Number 003

December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Guaranteed General Account Contract	N/A	$ 8,656,591
*	Alger Capital Appreciation Instl	Mutual Fund	N/A	1,083,512
*	American Funds EuroPacific Growth	Mutual Fund	N/A	1,363,734
*	RidgeWorth Mid Cap Value Equity	Mutual Fund	N/A	508,257
*	Alliance Bernstein Small Cap Growth Adv	Mutual Fund	N/A	351,733
*	BlackRock Equity Dividend	Mutual Fund	N/A	734,894
*	Prudential Balanced I Fund	Pooled Separate Account	N/A	334,003
*	Prudential Lifetime Aggressive	Pooled Separate Account	N/A	218,038
*	Prudential Lifetime Balanced	Pooled Separate Account	N/A	1,506,712
*	Prudential Lifetime Conservative	Pooled Separate Account	N/A	978,086
*	Prudential Lifetime Growth	Pooled Separate Account	N/A	539,445
*	Prudential Lifetime Income & Equity	Pooled Separate Account	N/A	281,082
*	Dryden S&P 500 Index Fund	Pooled Separate Account	N/A	3,088,313
*	Core Bond Enhanced Index/PIM Fund	Pooled Separate Account	N/A	1,046,727
*	Prudential Mid Cap Growth/Artisan	Pooled Separate Account	N/A	1,069,659
*	Prudential Wells Fargo Small Cap Value Strategy	Pooled Separate Account	N/A	596,659
	Total Investments			22,357,445
*	Participant loans	Notes receivable (interest rates at 3.25% to 7.25%)	N/A	638,937
				$ 22,996,382

* Party-in-interest to the Plan.