

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>TRI-ED DISTRIBUTION 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/2005</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/01/2005</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>06/01/2005</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TRI-ED DISTRIBUTION INC.</u> <u>135 CROSSWAYS PARK DRIVE - SUITE 101</u> <u>WOODBURY, NY 11797</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>95-4524403</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>516-921-0129</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>423400</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>95-4524403</u>	2c Sponsor's telephone number <u>516-921-0129</u>	2d Business code (see instructions) <u>423400</u>	
2b Employer Identification Number (EIN) <u>95-4524403</u>					
2c Sponsor's telephone number <u>516-921-0129</u>					
2d Business code (see instructions) <u>423400</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	SUSAN GERSTEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature.	10/13/2014	PATSY COMUNALE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	444
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	446
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	40
d Subtotal. Add lines 6a , 6b , and 6c		6d	486
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	486
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	273
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 TRI-ED DISTRIBUTION 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRI-ED DISTRIBUTION INC.	D Employer Identification Number (EIN) 95-4524403	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

CAPITAL RESEARCH AND MANAGEMENT COM

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

(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?
64	RECORDKEEPER	844	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THE BENEFIT PRACTICE

1055 WASHINGTON BLVD
STAMFORD, CT 06901

(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	CONTRACT ADMIN	3225	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>TRI-ED DISTRIBUTION 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRI-ED DISTRIBUTION INC.</u>		D Employer Identification Number (EIN) <u>95-4524403</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	189075	290266
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5909106	8659725
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6098181	8949991

Liabilities

g Benefit claims payable	1g	12929	15845
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	12929	15845

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6085252	8934146
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	409544	
(B) Participants	2a(1)(B)	993299	
(C) Others (including rollovers)	2a(1)(C)	485437	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1888280
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)	11386	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11386
(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)	351942	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		351942
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		903989
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		3155597

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	288924	
(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)		288924
f Corrective distributions (see instructions)	2f		15845
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)	843	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1091	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1934
j Total expenses. Add all expense amounts in column (b) and enter total	2j		306703

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2848894
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: ERNST & YOUNG, LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		5000000
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.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>TRI-ED DISTRIBUTION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRI-ED DISTRIBUTION INC.</u>	D Employer Identification Number (EIN) <u>95-4524403</u>

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	<u>0</u>
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): <u>95-6817943</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Tri-Ed Distribution 401(k) Plan
December 31, 2013 and 2012 and for the
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Tri-Ed Distribution 401(k) Plan

Financial Statements and Supplemental Schedule

**December 31, 2013 and 2012 and for the
Year Ended December 31, 2013**

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Jericho, NY 11753

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Report of Independent Auditors

The Trustees of
Tri-Ed Distribution 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Tri-Ed Distribution 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. 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 certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.



Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst + Young LLP

October 7, 2014

Tri-Ed Distribution 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Assets		
Investments	\$ 8,659,725	\$ 5,909,106
Notes receivable from participants	290,266	189,075
Total Assets	8,949,991	6,098,181
Liabilities		
Excess contribution payable	15,845	12,929
Total Liabilities	15,845	12,929
Net Assets Available for Benefits	\$ 8,934,146	\$ 6,085,252

See accompanying notes.

Tri-Ed Distribution 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions

Investment income:

Net appreciation in fair value of investments	\$ 903,989
Interest and dividends on investments	351,942
Interest income on notes receivable from participants	11,386
Total investment income	<u>1,267,317</u>

Contributions:

Rollover	485,437
Participants	977,454
Employer	409,544
Total contributions	<u>1,872,435</u>
Total additions	<u>3,139,752</u>

Deductions

Benefits paid to participants	288,924
Administrative expenses	1,934
Total deductions	<u>290,858</u>

Net increase	2,848,894
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>6,085,252</u>
End of year	<u>\$ 8,934,146</u>

See accompanying notes.

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

The following description of the Tri-Ed Distribution 401(k) Plan (the “Plan”) provides general information about the Plan’s provisions. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan which was established June 1, 2005, under Internal Revenue Code Section 401(k) that covers all eligible employees of Tri-Ed Distribution, Inc. (“Employer” or “Company”) that have completed three months of service and attained the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

The Plan is funded by participant and employer contributions. Eligible employees may elect to make contributions up to 75% of eligible compensation up to the maximum allowable under the Internal Revenue Code. The Employer shall contribute to each eligible participant’s account an amount equal to 50% of the participant’s elective deferrals up to a maximum of 6% of compensation. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and the Company’s matching contributions and allocations of Plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant’s share of net earnings or losses of their respective elected investment options. Allocations of administrative expenses are based on the participant’s account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their contributions plus any earnings thereon. Employees hired prior to January 1, 2011 do not require any minimum amount of time with the Company in order to receive Tri-Ed's company match. Employees hired on or after January 1, 2011 are subject to a three year vesting requirement in order to receive 100% of the Company's matching contributions.

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. If a participant is rehired within a five year period, the forfeited contributions are reinstated. Forfeited balances of a terminated participant's non-vested accounts are used, first, to restore the participant's forfeitures, second, to offset Plan expenses, and third, to reduce the Employer's matching contributions. Unallocated forfeitures were \$8,230 and \$1,225 as of December 31, 2013 and 2012.

Notes Receivable from Participants

Pursuant to the Plan agreement, the Plan makes loans, in increments of \$1,000, up to a maximum of 50% of the participant's account balance or \$50,000, whichever is less. The terms of the loans range from 1 – 5 years, unless the loan proceeds is used for the purchase of the participant's principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined at the time of the loan application to the Plan administrator. Outstanding loans have interest rates of 4.25%. Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of Benefits

Upon termination of service, a participant receives a lump-sum distribution in the amount of the participant's vested account balance. Benefits will be distributed upon death, disability or retirement of the participant. Participants may withdraw all or part of their elective deferrals upon reaching age 59 ½ years.

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

In-service withdrawals are available in the following circumstances, as defined by the Plan, to purchase a principal residence, to pay tuition or related post secondary education expenses, to pay medical care expenses, to prevent eviction from or foreclosure on a principal residence, to pay for burial or funeral expense or to pay expenses to repair damage to a principal residence. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined in the preceding instances. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Plan Termination

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

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Employer without charge to the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

The Plan's investment fund options are maintained by American Funds Services Company, an affiliate of Capital Bank and Trust, the trustee of the Plan. The Plan's investments are stated at fair value (see Note 5). Quoted market prices are used to value investments in registered investment companies. Net appreciation in fair value of investments includes unrealized and realized gains or losses. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

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 changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

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

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

3. Tax Status

The underlying standardized prototype plan has received an opinion letter from the Internal Revenue Service dated March 21, 2005, stating that the written form of the underlying prototype document is qualified under Section 401(a) of the Internal Revenue Code (the Code). Any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor identified certain operational failures with respect to the Plan. The Plan Administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

4. Investment Fund Information

American Funds Services Company, as affiliate of Capital Bank and Trust Company, the trustee of the Plan, holds the Plan's investment assets and executes transactions thereon. Financial information relating to those assets is included in the accompanying financial statements based on information provided by the trustee. That information consists of all of the Plan's assets as of December 31, 2013 and 2012 and investment-related income for the year ended December 31, 2013. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

Upon enrollment in the Plan, a participant may direct contributions to their accounts among several fund investments. The investing objectives of each fund have been made available to the participants.

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

4. Investment Fund Information (continued)

The following table identifies investments which represent 5% or more of the net assets available for benefits as of December 31, 2013 and 2012:

	December 31,	
	2013	2012
American Funds AMCAP Fund	\$ 1,368,249	\$ 863,863
American Funds New Perspective	1,267,136	903,776
Janus Balanced Fund	1,243,325	890,192
American Funds Money Market Fund	948,850	846,208
PIMCO Total Return Fund	812,223	800,290
American Funds EuroPacific	573,173	436,683

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

4. Investment Fund Information (continued)

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$903,989 as follows:

American Funds AMCAP Fund	\$ 237,441
American Funds New Perspective	190,139
Janus Balanced Fund	137,625
PIMCO Total Return Fund	(30,660)
American Funds EuroPacific	88,230
Lord Abbett Fundamental Equity	(10,769)
American Funds Washington Mutual	52,696
American Funds 2030 Target Date Fund	34,606
American Funds 2035 Target Date Fund	25,768
American Funds 2025 Target Date Fund	30,395
Lord Abbett High Yield	(1,647)
American Funds 2040 Target Date Fund	19,255
American Funds 2045 Target Date Fund	21,763
American Funds 2050 Target Date Fund	18,890
Janus Triton Fund	12,303
American Funds 2055 Target Date Fund	12,168
American Funds 2020 Target Date Fund	8,050
American Funds American Mutual Fund	2,923
American Funds New Economy Fund	3,123
Columbia Multi-Advisor Small Cap Value	929
Lord Abbett Value Opportunities	3,116
Invesco American Value	2,657
American Century Heritage	297
American Funds SMALLCAP World	1,757
American Funds New World Fund	802
Putnam Capital Opportunities	2,539
American Funds 2015 Target Date Fund	2,482
American Funds 2010 Target Date Fund	48
American Funds Fundamental Investors Fund	37,063
Total	<u>\$ 903,989</u>

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

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

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds valued at the net asset value (NAV) of shares, which are actively traded on exchanges, held by the Plan at year end.

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

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

Assets at Fair Value at December 31, 2013

Description	Total	Level 1	Level 2	Level 3
Mutual funds:				
Growth	\$ 3,862,660	\$ 3,862,660	\$ —	\$ —
Growth-and-Income	353,666	353,666	—	—
Balanced	1,243,325	1,243,325	—	—
Bond	980,404	980,404	—	—
Money Market	948,850	948,850	—	—
Target Date	1,270,820	1,270,820	—	—
Total assets at fair value	<u>\$ 8,659,725</u>	<u>\$ 8,659,725</u>	<u>\$ —</u>	<u>\$ —</u>

Tri-Ed Distribution 401(k) Plan

Notes to Financial Statements (continued)

5. Fair Value Measurements (continued)

Assets at Fair Value at December 31, 2012

Description	Total	Level 1	Level 2	Level 3
Mutual funds:				
Growth	\$ 2,241,832	\$ 2,241,832	\$ —	\$ —
Growth-and-Income	427,896	427,896	—	—
Balanced	890,192	890,192	—	—
Bond	914,982	914,982	—	—
Money Market	846,209	846,209	—	—
Target Date	587,995	587,995	—	—
Total assets at fair value	<u>\$ 5,909,106</u>	<u>\$ 5,909,106</u>	<u>—</u>	<u>—</u>

6. Related Party Transactions

All of the Plan investments are shares of mutual funds managed by Capital Research and Management, an affiliate of the trustee of the Plan. Therefore, these transactions qualify as party in interest transactions. Fees paid by the Plan for administrative services amounted to \$1,934 for the year ended December 31, 2013.

7. Subsequent Events

Management evaluated subsequent events for the Plan through October 7, 2014, which is the date the financial statements were available to be issued.

On August 11, 2014 the Plan Sponsor entered into a definitive agreement with Anixter International Inc. whereby the Plan Sponsor will be acquired for a purchase price of \$420 million. On September 17, 2014, the acquisition was completed.

Supplemental Schedule

Tri-Ed Distribution 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Issuer and Description of Investment	Current Value
American Funds AMCAP Fund	\$ 1,368,249
American Funds New Perspective*	\$ 1,267,136
Janus Balanced Fund	\$ 1,243,325
American Funds Money Market Fund*	\$ 948,850
PIMCO Total Return Fund	\$ 812,223
American Funds EuroPacific*	\$ 573,173
Lord Abbett Fundamental Equity	\$ 346,963
American Funds Washington Mutual*	\$ 315,597
American Funds 2030 Target Date Fund*	\$ 263,216
American Funds 2035 Target Date Fund*	\$ 212,994
American Funds 2025 Target Date Fund*	\$ 205,587
Lord Abbett High Yield	\$ 168,181
American Funds 2040 Target Date Fund*	\$ 162,432
American Funds 2045 Target Date Fund*	\$ 125,061
American Funds 2050 Target Date Fund*	\$ 120,649
Janus Triton Fund	\$ 106,820
American Funds 2055 Target Date Fund*	\$ 87,304
American Funds 2020 Target Date Fund*	\$ 77,605
American Funds American Mutual Fund*	\$ 38,069
American Funds New Economy Fund*	\$ 33,447
Columbia Multi-Advisor Small Cap Value	\$ 31,208
Lord Abbett Value Opportunities	\$ 30,054
Invesco American Value	\$ 29,017
American Century Heritage*	\$ 21,247
American Funds SMALLCAP World*	\$ 21,039
American Funds New World Fund*	\$ 17,166
Putnam Capital Opportunities	\$ 17,141
American Funds 2015 Target Date Fund*	\$ 14,825
American Funds 2010 Target Date Fund*	\$ 1,147
Total investments at fair value	\$ 8,659,725
Notes receivable from participants (4.25% interest rate)*	290,266
Total assets held at end of year	<u>\$ 8,949,991</u>

* Denotes party in interest

Cost information is not presented because all investments are participant directed.

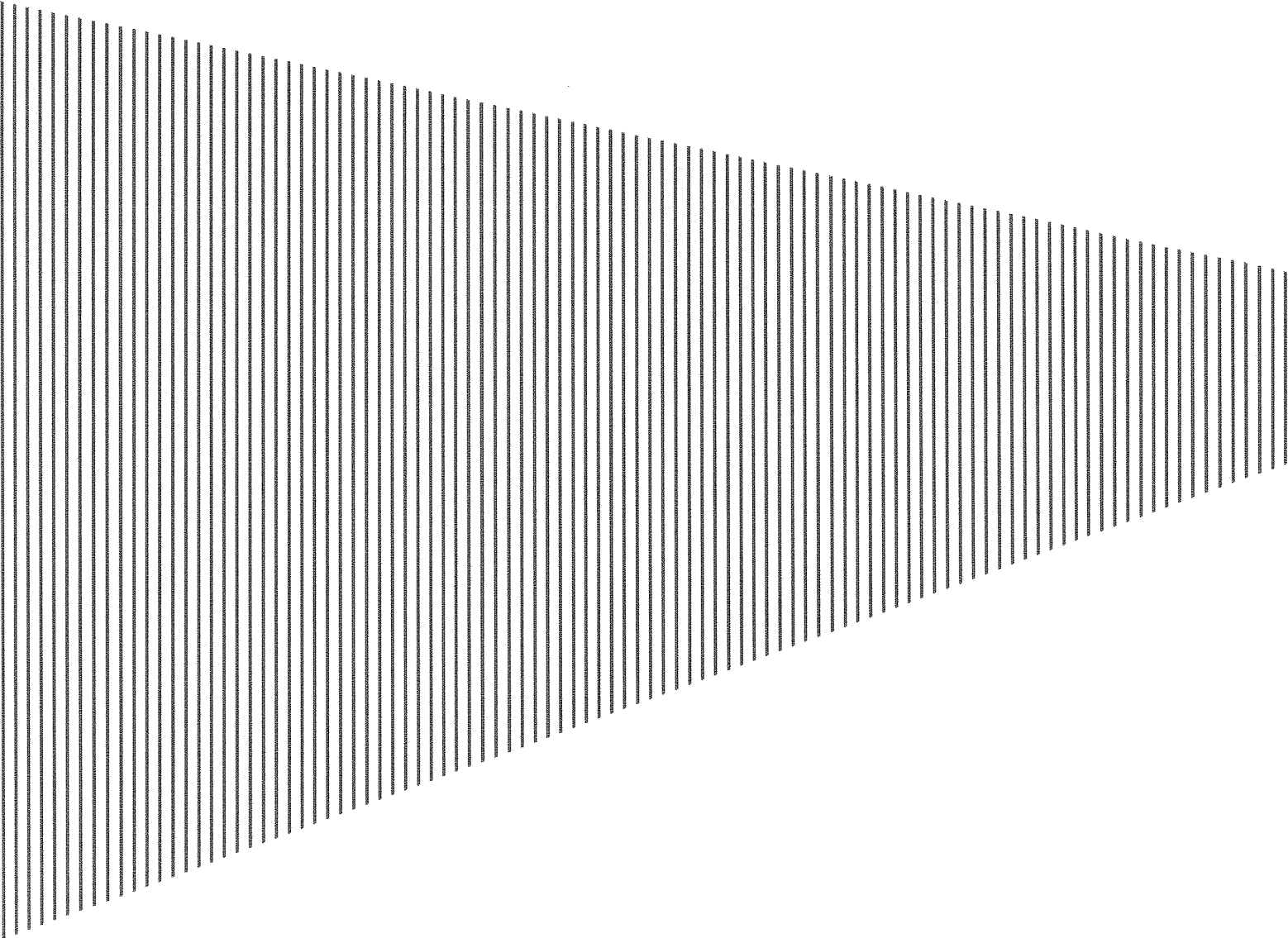
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Tri-Ed Distribution 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Issuer and Description of Investment	Current Value
American Funds AMCAP Fund	\$ 1,368,249
American Funds New Perspective*	\$ 1,267,136
Janus Balanced Fund	\$ 1,243,325
American Funds Money Market Fund*	\$ 948,850
PIMCO Total Return Fund	\$ 812,223
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Total investments at fair value	\$ 8,659,725
Notes receivable from participants (4.25% interest rate)*	290,266
Total assets held at end of year	<u>\$ 8,949,991</u>

* Denotes party in interest

Cost information is not presented because all investments are participant directed.

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

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Page 1 of 2

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TRI-ED Distribution 401(k) Plan
01-JAN-13 to 31-DEC-13

25-JAN-14 23:14:39

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
3RACXX	3,445.95	3,445.950000	21	0.00	0.000000	0	0.00	SERIES
4RACXX	3,718.35	3,718.350000	5	(89.41)	(89.410000)	2	(89.41)	SERIES
IRAPCX	337,869.22	13,229.392691	4935	(70,925.56)	(2,732.471897)	189	(59,021.28)	SERIES
IRERCX	83,405.02	1,924.235665	2892	(35,690.09)	(811.013685)	107	(31,226.87)	SERIES
IRNGCX	36,565.80	1,066.426561	800	(6,353.93)	(181.833077)	25	(5,866.71)	SERIES
IRNPCX	256,678.91	7,300.668244	4999	(83,778.52)	(2,361.614964)	202	(70,321.39)	SERIES
IRNWCX	17,314.19	313.019212	681	(1,445.95)	(26.617139)	23	(1,442.54)	SERIES
IRSLCX	21,679.97	487.667861	668	(2,661.33)	(55.468222)	13	(2,520.46)	SERIES
1ATHWX	22,820.21	930.438953	376	(3,023.30)	(123.446014)	9	(3,002.58)	SERIES
IRSVTX	30,904.86	4,267.620875	633	(781.94)	(109.721689)	16	(775.82)	SERIES
IM SARX	29,430.88	789.554180	971	(9,204.99)	(248.335618)	20	(8,339.98)	SERIES
IGMRX1	83,666.34	3,917.520697	1117	(9,627.82)	(474.936873)	30	(9,035.57)	SERIES
1LAVRX	381,683.31	24,358.672224	1229	(23,954.29)	(1,441.694986)	53	(22,850.66)	SERIES
1LVORX	23,952.87	1,244.528734	484	(5,730.41)	(297.355888)	54	(5,477.31)	SERIES
1PCORX	16,104.21	1,152.175106	254	(1,502.26)	(106.384184)	9	(1,501.19)	SERIES
1RMFCX	36,841.15	1,149.064526	1283	(2,858.03)	(90.075275)	34	(2,753.05)	SERIES
IRNVCX	44,575.36	1,004.134675	1693	(329,468.27)	(7,093.317818)	182	(282,922.21)	SERIES
1RWMCX	99,841.21	2,732.097655	2980	(15,843.64)	(444.397520)	120	(14,261.81)	SERIES
1DBRX1	271,611.36	9,489.627371	5398	(56,108.11)	(1,920.783483)	174	(51,287.99)	SERIES
1LHYRX	70,913.51	8,852.343425	2090	(15,777.34)	(1,964.344850)	100	(15,653.81)	SERIES
1PTRRX	345,578.78	32,063.102805	4540	(302,955.11)	(27,283.540002)	152	(310,775.58)	SERIES
1RACXX	158,170.97	158,170.970000	2305	(62,605.28)	(62,605.280000)	120	(62,605.28)	SERIES
1RCATX	376.49	37.545595	61	0.00	0.000000	0	0.00	SERIES
1RCJTX	63,058.47	6,252.415391	194	(61,932.13)	(6,034.083845)	8	(60,589.78)	SERIES
1RCCTX	240,286.76	23,310.453317	502	(218,005.65)	(21,250.430192)	18	(218,477.99)	SERIES
1RCDTX	73,464.20	6,899.025843	490	(16,164.21)	(1,552.757797)	2	(15,199.30)	SERIES
1RCETX	136,597.14	11,951.821031	666	(22,131.25)	(1,921.079400)	4	(22,438.22)	SERIES
1RCFTX	140,232.01	12,462.799395	714	(13,503.78)	(1,189.854124)	22	(11,698.38)	SERIES
1RCMTX	88,825.42	7,571.632190	946	(5,238.94)	(450.486552)	24	(4,577.56)	SERIES
1RCHTX	69,026.48	6,107.538099	785	(33,743.91)	(2,826.184658)	10	(28,313.84)	SERIES
1RCITX	50,849.68	4,528.325140	745	(22,307.50)	(2,067.003909)	17	(20,342.60)	SERIES
1RCMTX	39,709.89	2,906.012267	528	0.00	0.000000	0	0.00	SERIES

5% TRANSACTIONS

1LAVRX	316,537.55	19,970.823339	108	0.00	0.000000	0	0.00	20-AUG-13
1RNCX	0.00	0.000000	0	(316,537.55)	(6,797.028521)	108	(271,211.03)	20-AUG-13

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
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LEGEND

INVESTMENT OPTION:

3RACXX American Funds Money Market Fund R3
1RAFXX American Funds AMCAP Fund R3
1RNGCX American Funds New Economy Fund R3
1RNWCX American Funds New World Fund R3
1ATHWX American Century Heritage R
1MSARX Invesco American Value R
1LAVRX Lord Abbott Fundamental Equity R3
1PCORX Putnam Capital Opportunities R
1RFNCX American Funds Fundamental Invs R3
1JDBRX1 Janus Balanced Fund R
1PTRRX PIMCO Total Return Fund - R
1RCATX American Funds 2010 Target Date Fund R3
1RCCTX American Funds 2020 Target Date Fund R3
1RCETX American Funds 2030 Target Date Fund R3
1RCCTX American Funds 2040 Target Date Fund R3
1RCITX American Funds 2050 Target Date Fund R3

4RACXX American Funds Money Market Fund R3
1RERCX American Funds EuroPacific Gr R3
1RNPXX American Funds New Perspective R3
1RSLCX American Funds SMALLCAP World R3
1RSVTX Columbia Multi-Advisor Small Cap Value R
1JGMRX1 Janus Triton Fund R
1LVORX Lord Abbott Value Opportunities R3
1RMFCX American Funds American Mutual Fund R3
1RWMCX American Funds Washington Mutual R3
1LHYRX Lord Abbott High Yield R3
1RACXX American Funds Money Market Fund R3
1RCJTX American Funds 2015 Target Date Fund R3
1RCDTX American Funds 2025 Target Date Fund R3
1RCFTX American Funds 2035 Target Date Fund R3
1RCCTX American Funds 2045 Target Date Fund R3
1RCMTX American Funds 2055 Target Date Fund R3