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
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1972

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

INTERSTATE BATTERIES, INC.

12770 MERIT DRIVE, SUITE 1000
DALLAS, TX 75251

2b Employer Identification Number (EIN)
46-2023063

2c Sponsor's telephone number
972-715-6790

2d Business code (see instructions)
423100

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	DAVID BRINSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name
INTERSTATE BATTERY SYSTEM OF AMERICA, INC.

4b EIN
51-0338944

4c PN
002

5	Total number of participants at the beginning of the plan year	**5**	1942
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**	1572
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	310
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1882
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	1886
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1843
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	278
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 2R 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

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]	2	**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
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
46-2023063

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

MASS MUTUAL LIFE INSURANCE 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
04-1590850	65935	007028893,ETC.	16	05/01/2012	04/30/2013

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
293	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

JERRY L FERGUSON
5080 SPECTRUM DRIVE, SUITE 902W
ADDISON, TX 75001

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
228			3

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

THEODORE S FRANK
2493 SAN PIETRO CIRCLE
PALM BEACH GARDENS, FL 33410

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
65			3

(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	

(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	16305
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.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) [X] 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 ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6)Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

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)**	0
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)**	0
(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)**	0
(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 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
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
46-2023063

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

MML BAY STATE INSURANCE 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
43-0581430	70416	V007837812	1	01/22/2012	01/21/2013

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
14	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

JERRY L FERGUSON
5080 SPECTRUM DRIVE, SUITE 902W
ADDISON, TX 75001

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
9			3

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

GARY E LEWIS
5080 SPECTRUM DRIVE, SUITE 902W
ADDISON, TX 75001

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5			3

(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	

(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	475
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.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) [X] 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 ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6)Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

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)**	0
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)**	0
(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)**	0
(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	**B** Three-digit plan number (PN) ▶	
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
INTERSTATE BATTERIES, INC.	46-2023063	

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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

(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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 26 37 38 50 64 65	NONE	125098	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71	NONE	3567	Yes [X] No [ ]	Yes [X] No [ ]	2	Yes [X] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 49 50 52 62	NONE	117	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

MML BAY STATE LIFE INSURANCE CO

43-0581430

(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?
28 62	NONE	0	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 [ ]

(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
CHARLES SCHWAB & CO AND AFFILIATES	59	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.
SEE ATTACHMENT	SEE ATTACHMENT

(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
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
INTERSTATE BATTERIES, INC.

D Employer Identification Number (EIN)
46-2023063

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: SCHWAB MANAGED RET 2010 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2015 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-006	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2020 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-002	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2025 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-007	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2030 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-003	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2035 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-008	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2040 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-004	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2045 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2050 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-010	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET INCOME II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-005	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST COMPANY

c EIN-PN 22-2712853-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
46-2023063

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	553	381
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	77	96
(3) Other	1b(3)	0	160
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	6033644
(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)	2281181	2223667
(9) Value of interest in common/collective trusts	1c(9)	22009898	0
(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)	37355185	65166186
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	614684	626597
(15) Other	1c(15)	0	1406902

		(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	62261578	75457633
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	0	119
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	119
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	62261578	75457514

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)	3077545	
(B) Participants	2a(1)(B)	4050793	
(C) Others (including rollovers)	2a(1)(C)	428325	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7556663
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5710	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	69153	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		74863
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	830479	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		830479
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1157974
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		9501839
c Other income	2c		121960
d Total income. Add all **income** amounts in column (b) and enter total	2d		19243778
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5889669	
(2) To insurance carriers for the provision of benefits	2e(2)	15629	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		5905298
f Corrective distributions (see instructions)	2f		15938
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	24030	
(3) Investment advisory and management fees	2i(3)	101112	
(4) Other	2i(4)	1464	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		126606
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6047842
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		13195936
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BDO USA, LLP **(2)** EIN: 13-5381590

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	X		

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
INTERSTATE BATTERIES PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
46-2023063

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): 42-1558009

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):

Interstate Batteries
Profit Sharing & 401(k) Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2013 and 2012
and for the year ended December 31, 2013

The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of
BDO International Limited, a UK company limited by guarantee.

Interstate Batteries Profit Sharing & 401(k) Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2013 and 2012
and for the year ended December 31, 2013

Interstate Batteries Profit Sharing & 401(k) Plan

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Supplemental Schedule for Form 5500

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) – as of December 31, 2013 20

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Dallas, TX 75201

Independent Auditor's Report

To the Plan Administrator and the Participants of the
Interstate Batteries Profit Sharing & 401(k) Plan
Dallas, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Interstate Batteries Profit Sharing & 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Administrators instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrators that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrators have obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrators by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

September 26, 2014
Dallas, Texas

Interstate Batteries Profit Sharing & 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Assets		
Cash received, not yet invested	**$ 381**	$ 553
Investments, at fair value:		
Savings account	**6,033,644**	-
Common collective trusts	**-**	22,009,898
Mutual funds	**65,166,186**	37,355,185
Self-directed brokerage accounts	**1,406,902**	-
Cash surrender value of life insurance	**626,597**	614,684
Total investments at fair value	**73,233,329**	59,979,767
Receivables:		
Contributions receivable from participants	**96**	77
Miscellaneous receivable	**160**	-
Notes receivable from participants	**2,223,667**	2,281,181
Total receivables	**2,223,923**	2,281,258
Total assets	**75,457,633**	62,261,578
Liabilities		
Excess contributions	**90,159**	-
Miscellaneous payables	**119**	-
Total liabilities	**90,278**	-
Net assets available for benefits at fair value	**75,367,355**	62,261,578
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	**-**	(109,388)
Net assets available for benefits	**$ 75,367,355**	$ 62,152,190

See accompanying notes to financial statements.

Interstate Batteries Profit Sharing & 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		2013
Additions		
Investment income (loss):		
Net appreciation (depreciation) in fair value of common collective trusts	**$**	**1,267,362**
Net appreciation (depreciation) in fair value of mutual funds		**10,332,318**
Net appreciation (depreciation) in fair value of self-directed brokerage accts		**78,033**
Interest income		**5,710**
Increase (decrease) in cash surrender value of insurance		**43,927**
Total investment income (loss)		**11,727,350**
Interest income from participant notes receivable		**69,153**
Contributions:		
Participating employers' profit sharing contributions		**3,077,545**
Participants' 401(k) contributions		**4,050,793**
Participants' rollover contributions		**428,325**
Total contributions		**7,556,663**
Total additions		**19,353,166**
Deductions		
Benefits paid to participants		**5,995,766**
Administrative expenses		**125,142**
Self-directed brokerage account fees		**1,464**
Life insurance premium expense		**15,629**
Total deductions		**6,138,001**
Net increase (decrease)		**13,215,165**
Net assets available for benefits, beginning of year		**62,152,190**
Net assets available for benefits, end of year	**$**	**75,367,355**

See accompanying notes to financial statements.

1. Plan Description

The following description of the Interstate Batteries Profit Sharing & 401(k) Plan (the "Plan"), sponsored by Interstate Batteries, Inc. ("Company"), provides only general information. Participants should refer to the Plan agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan, adopted on April 1, 1972, is a contributory, profit sharing plan that allows eligible employees of the various participating employers to make 401(k) contributions to their accounts. The participating employers include the following companies: Interstate Battery System of America, Inc., Distribution Marketing, Inc., Interstate Batteries Recycling, Inc., Distributor Operations, Inc., Battery Acquisition & Development, Inc., D-T DO, Inc., Interstate Battery System of Hawaii, Inc., All Battery Centers, Inc., Retail Acquisition & Development, Inc., PowerCare and Service Solutions, Inc., and IOT Market Impact, Inc. (collectively, the "Participating Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

Several employees of the Company are the Plan Administrators responsible for the administration and operation of the Plan although such employees receive no compensation from the Plan. Charles Schwab Bank (the "Trustee") is responsible for the custody and transaction processing of the Plan's assets. Schwab Retirement Plan Services, Inc. (the "Recordkeeper") provides recordkeeping services for the Plan and has been authorized by the Plan Administrators to administer certain features of the Plan including loans and distributions.

Eligibility

Employees are eligible to participate in the Plan effective on the first day of the calendar month subsequent to their date of employment. Employees not eligible to participate in the Plan include employees covered by collective bargaining agreements, leased employees, independent contractors, and non-resident aliens with no U.S. earned income. Active participation in the Plan shall cease upon termination of the participant's employment.

Contributions

Participants may contribute up to 50% of their eligible annual compensation to the Plan, subject to certain limitations as either pre-tax contributions (that are taxable, as are the earnings, when withdrawn from the Plan) or after-tax Roth contributions (that are intended to be nontaxable, along with the associated earnings, when withdrawn from the Plan). Participant contributions are withheld from the participants' payroll by the Company and remitted directly to the Trustee. Unless they elect a deferral percentage or opt out, newly hired employees are automatically enrolled at 1% thirty (30) days after their date of participation and will increase 1% each subsequent January 1st until the rate reaches 4%.

Participating Employers do not make matching contributions, but may make discretionary profit sharing contributions, which are determined annually by management. All Battery Centers, Inc., IOT Market Impact, Inc., PowerCare and Service Solutions, Inc., and Retail Acquisition, Inc. each

have their own separate profit sharing formula. Distributor Operations, Inc., Battery Acquisition & Development, Inc., D-T DO, Inc., and Interstate Battery System of Hawaii, Inc. have a combined group profit sharing formula. The remaining Participating Employers have their own combined group profit sharing formula. Participating Employers allocate their annual profit sharing contribution, if any, to participants eligible on April 30th, the Participating Employers' fiscal year end. Profit sharing contributions are allocated among eligible participants in the same proportion that their gross compensation bears to total gross compensation of all eligible participants of the group and invested as directed by the participants. Profit sharing contributions are funded at management's discretion upon the completion of the Participating Employers' annual financial audit.

Vesting

If participants terminate employment prior to normal retirement age for any reason other than death or total and permanent disability, the participants' profit sharing contributions and any earnings thereon are subject to vesting requirements based upon years of service using the elapsed time method. Participants vest according to the following schedule for purposes of their profit sharing account balance:

Years of Service	Vested Percentage
0	0%
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Upon death, total and permanent disability, or reaching age 65 prior to termination, participants become 100% vested.

Participants are always 100% vested in their 401(k) contributions and any earnings thereon as well as any rollover contributions to the Plan and any earnings thereon.

Participant Accounts

Each participant's account is credited with the participant's investment earnings or losses, pre-tax or Roth 401(k) contributions, administrative and investment advisory expenses, transaction-based fees for participant loans and qualified domestic relations orders (QDRO), and allocations of (a) the Participating Employers' profit sharing contribution and (b) forfeitures. Allocations are based on participant earnings or account balances, as defined.

Participants may direct the investment of their account balances into various investment options offered by the Plan. As of December 31, 2012, the Plan offered 9 mutual funds and 11 common collective funds consisting of 1 stable value fund and 10 age-based target retirement funds. On June 11, 2013, the Plan sold all of its investments and added the Schwab Index Advantage (SIA) and Personal Choice Retirement Account (PCRA) options as part of its conversion to Schwab Retirement Planner (SRP). Participants, who a) affirmatively elect SRP, or b) default into SRP by failing to make an election, agree to utilize GuidedChoice Asset Management, Inc. ("GuidedChoice") as their independent third-party investment manager for a fee ranging from

0.35% to 0.45% based on their account balance. GuidedChoice a) allocates the participant's plan assets based on the SIA funds available in the Plan and each participant's personal circumstances; b) diversifies their Plan investments; c) reviews their investment allocation quarterly, including fine-tuning if needed; and d) realigns their portfolio at least annually. In addition, SRP helps participants create a plan and stay on track with a) savings recommendations; b) automatic savings increases; and c) ongoing access to live assistance when needed. SIA consists of 13 low-cost index funds including 3 large cap funds, 3 mid cap funds, 3 small cap funds, 2 international funds, 1 real estate fund, 1 bond fund, and a savings account offering daily liquidity for capital preservation purposes with FDIC insurance at the participant level up to $250,000.

Participants with the time, interest, and knowledge to manage the investments in their retirement account can elect to opt out of SRP and either invest in the available SIA funds on their own or by opening a PCRA account. PCRA provides participants with a) premium research and tools; and b) access to a large selection of stocks, exchange-traded funds (ETFs), taxable and tax-exempt fixed income securities, and taxable and tax-exempt mutual funds including one of the largest selections of no-load, no-transaction-fee mutual funds. Investing in publicly traded partnerships, foreign securities, and options is prohibited by the Company.

Only participants who had elected to invest in life insurance policies prior to June 1, 2005, can continue to invest in their policies that existed as of that date. Prior to the adoption of the Corbel-based Schwab Volume Submitter Plan in 2005, participants were allowed to invest in cash value life insurance policies funded with proceeds from their profit sharing account. The Plan is the owner and beneficiary of the policies insuring the lives of the participants. Charles Schwab Bank is the trustee of the policies. The participants' accounts are charged the premiums and adjusted to reflect policy's cash surrender value, the value the participants will receive if they surrender their policy.

Payment of Benefits

Upon termination of service, due to death, total and permanent disability, retirement or separation, a participant may elect to receive their vested account balance in a lump-sum distribution or direct rollover into another qualified plan, individual retirement account (IRA), or Roth IRA. If their vested account balance is greater than $5,000, the participant may elect to defer payment to a later date but not beyond age 70 ½ years. Participants with a vested account balance of $5,000 or less are notified that they must either receive a lump-sum distribution or rollover their vested account balance to another qualified plan or IRA. Participants with vested account balances greater than $1,000 but not greater than $5,000 who fail to timely respond to such notifications will be forced out and their vested account balance will be rolled over to a Charles Schwab IRA. Participants with vested account balances of $1,000 or less who fail to timely respond to such notifications will be forced-out and paid their vested account balance less the applicable taxes.

In the event of a financial hardship, as defined in the Plan Agreement, or where a participant has attained sixty years of age, a participant may elect, while still in the employment of a Participating Employer, to withdraw all or part of their vested account balance. A participant may receive a hardship withdrawal only after obtaining the maximum number of loans to which they are entitled. Cases of financial hardship are reviewed and approved by the Recordkeeper in accordance with the safe harbor provisions contained in Treasury Regulations Section 1.401(k)-1(d)(3)(iii)(B).

A participant may elect at any time to withdraw part or all of the amount that they contributed to the Plan as a rollover contribution, including any earnings thereon.

Forfeitures

Forfeited invested accounts totaled $323,117 and $282,651 at December 31, 2013 and 2012, respectively. While the Plan occasionally uses forfeitures to pay Plan expenses, the Plan reallocates the remaining forfeitures as an additional profit sharing contribution among eligible participants in the same manner as their profit sharing contribution and it is invested as directed by the participants.

During 2013, the Participating Employers reallocated $361,933 of forfeitures to eligible participants' accounts as an additional profit sharing contribution.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the respective investment fund from (to) the Participant Loan Fund. The maximum loan term is 5 years for general purpose loans and 15 years for mortgage loans to acquire the participant's principal residence. The loans are secured by the balance in the participant's account and bear interest at prime with rates ranging from 3.25% to 8.25% at December 31, 2013 and 2012. Prime is the prime rate as set by the Federal Reserve Board that is in effect on the day a participant requests their loan. The loan principal and interest are repaid ratably through bi-weekly payroll deductions. A participant may have up to two general loans or one general loan and one mortgage loan at any time. Loan balances due from terminated participants may be deemed distributed to the participant at the time their balance is liquidated or the participant fails to timely repay their loan before their balance is liquidated.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America ("GAAP") 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.

Contributions and Contribution Receivables

Contributions are recorded on the accrual method of accounting. Contributions receivable are obligations arising from amounts owed to the Plan from Participants or the Participating Employers that have not been included in the Plan's investments at year end.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are recorded as distributions based on the terms of the Participant Loan Program adopted by the Plan Administrators. There was no allowance at December 31, 2013 or 2012 as the loans are fully collateralized by the participants' accounts.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of investments are recorded on a settlement date basis with interest income recorded on the accrual basis and dividends on the ex-dividend date.

Fully Benefit Responsive Investment Contracts

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("Codification" or "ASC") 962, 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.

As required by ASC 962, the accompanying statement of net assets available for benefits as of December 31, 2012 presents the fair value of the common collective trusts as well as the adjustment of the fully benefit−responsive common collective trust from fair value to contract value. On June 11, 2013, as part of the Plan's conversion to SIA, the Plan sold its entire investment in its only fully benefit-responsive common collective trust, the Federated Capital Preservation Fund.

Administrative Expenses

Administrative fees are generally charged to each participant's account on a pro rata basis and thus are a component of the statement of changes in net assets available for benefits. Loan, QDRO, and SRP fees are charged to the accounts of the participant that utilize these services and thus are a component of the statement of net assets available for benefits. The Company paid Plan administrative expenses of $29,135, which are not a component of the statement of changes in net assets available for benefits and are not required to be reimbursed by the Plan.

Additionally, self-directed brokerage account fees, including commissions, are charged to participants who elect to invest in PCRA.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

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

December 31,	**2013**	2012
Federated Capital Preservation Fund	**$ -**	$ 6,317,553
Charles Schwab Bank Savings	**6,033,644**	-
Schwab Managed Retirement Trust Fund 2030 Cl II	**-**	4,255,915
Schwab Managed Retirement Trust Fund 2040 Cl II	**-**	4,630,973
Columbia Contrarian Core Fund Cl Z	**-**	10,607,395
Morgan Stanley Mid Cap Growth P Fund	**-**	3,551,175
PIMCO Total Return Fund Cl D	**-**	9,390,104
Schwab International Index Fund	**9,491,570**	-
Schwab S&P 500 Index Fund	**6,415,456**	-
Thornburg Intl Value Fd Cl R5	**-**	4,538,822
Vanguard Growth Index Institutional Fund	**12,608,548**	-
Vanguard Total Bond Market Index Institutional Fund	**13,714,419**	-
Vanguard Value Index Institutional Fund	**8,128,591**	-
Total investments individually above 5%	**56,392,228**	43,291,937
Total investments below 5%	**16,841,101**	16,687,830
Total investments	**$ 73,233,329**	$ 59,979,767

Trading Restrictions

Effective June 30, 2006, Vanguard Funds placed trading restrictions on their funds to prevent market timing citing increased fund expenses and fund volatility. For 60 calendar days, Vanguard Funds restricts participants who transfer funds of any amount out of its funds on any one day to make transfers into the same fund.

These restrictions only apply to transfers and do not affect 401(k) or profit sharing contributions, distributions, loans, or loan repayments.

4. Fair Value Measurements

ASC 820 establishes 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 ASC 820 are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices for similar assets and liabilities in active markets or inputs that are observable; or

Quoted prices for identical or similar assets and liabilities in markets that are not active; or

Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Inputs that are unobservable (for example cash flow modeling inputs based on assumptions).

The following is a description of the valuation methodologies used for assets measured at fair value:

Savings account: The Charles Schwab Bank Savings account, an interest-bearing money market deposit account, consists solely of United States currency (cash), which the Trustee reports daily based on the amount of cash on deposit.

Mutual funds: Investments in shares of registered investment companies (mutual funds) are stated at fair value based upon quoted market prices reflecting the fund's net asset value (NAV) as determined by their respective trustee. NAV is determined by subtracting expenses, charges, or other liabilities incurred or accrued by the funds from the value of the assets and dividing the result by the number of outstanding shares.

Common collective trust funds: Shares of the common collective trust funds, including target retirement date and stable funds, are valued at net unit value (NUV) as determined by their respective trustee. NUV is determined by subtracting expenses, charges, or other liabilities incurred or accrued by the funds from the value of the assets and dividing the result by the number of outstanding units.

The Schwab target retirement date funds are valued at their quoted market price at the end of each trading day.

The stable value fund (Federated Capital Preservation Fund) consists of (1) mutual funds valued at their respective net asset values as reported; (2) short-term securities valued at amortized cost if maturity is 90 days or less at the time of purchase or at market value if maturity is greater than 90 days at the time of purchase; (3) traditional guaranteed investment contracts (GICs) valued at the present value of the contract's expected cash flows discounted by the current market interest rates for like-duration and like-quality investments; and (4) separate account GICs and synthetic GICs comprised of (a) open-end mutual funds valued at their respective net asset values as reported, (b) over-the-counter market securities, such as fixed-income securities, with maturities greater than 90 days valued by a pricing service, and (c) wrap contracts guaranteeing a minimum rate of return during the contract term valued using the contract value of the GIC as of the balance sheet date giving consideration to any contractually agreed-upon replacement fees charged by the wrap contract provider.

Common stock, preferred stock, and exchange-traded funds: Investments in shares of common stock, preferred stock, and exchange-traded funds are stated at fair value based upon quoted market prices.

Life insurance: Life insurance investments are valued by the life insurance company at cash surrender value, the guaranteed value to be received by the Plan upon surrender of the policy, which approximates fair value. The cash surrender value for the 16 whole-life policies consists of the guaranteed policy value, earned premium, dividend accumulations, and the value of paid-up additions. For the Plan's sole variable life policy, the cash surrender value may be increased or decreased based on the underlying mutual fund selected by the participant. Policy loans are not permitted and therefore have no effect on fair value of either the whole life policies or the variable life policy.

There have been no changes in methodologies used at December 31, 2013 and 2012.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following tables summarize investment assets measured at fair value at December 31, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Schwab savings account (cash)	$ 6,033,644	$ -	$ -	$ 6,033,644
Mutual funds:				
Index funds	65,166,186	-	-	65,166,186
Self-directed brokerage accounts:				
Cash	2,439	-	-	2,439
Money market (mutual) fund	117,134	-	-	117,134
Common stocks	558,669	-	-	558,669
Preferred stocks	3,452	-	-	3,452
Mutual funds	543,047	-	-	543,047
Unit investment trusts (ETFs)	182,161	-	-	182,161
Total self-directed brokerage accounts	1,406,902	-	-	1,406,902
Life insurance	-	626,597	-	626,597
Total investments at fair value	$ 72,606,732	$ 626,597	$ -	$ 73,233,329

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Stable value	$ -	$ 6,317,553	$ -	$ 6,317,553
Target retirement date	-	15,692,345	-	15,692,345
Total common collective trusts	-	22,009,898	-	22,009,898
Mutual funds:				
Intermediate bond	9,390,104	-	-	9,390,104
Balanced	2,458,500	-	-	2,458,500
Domestic small cap	1,524,173	-	-	1,524,173
Domestic mid cap	4,978,081	-	-	4,978,081
Domestic large cap	14,465,505	-	-	14,465,505
Foreign large cap	4,538,822	-	-	4,538,822
Total mutual funds	37,355,185	-	-	37,355,185
Life insurance	-	614,684	-	614,684
Total investments at fair value	$ 37,355,185	$ 22,624,582	$ -	$ 59,979,767

5. Information Certified by the Plan's Trustee (unaudited)

The Trustee has certified that the data in the table below and included in the accompanying financial statements and supplemental schedule is complete and accurate. The Plan Administrators have elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8, the Plan's independent accountants did not perform any auditing procedures with respect to the information below that is denoted with an asterisk (*) and only compared the information to the related information included in the financial statements and supplemental schedules.

December 31,	**2013**	2012
Cash in transit (*)	**$ 381**	$ 553
Bank savings account (*)	**6,033,644**	-
Common collective trusts (*)	**-**	21,900,510
Mutual funds (*)	**65,166,186**	37,355,185
Self-directed brokerage accounts (*)	**1,406,902**	-
Life insurance (*)	**626,597**	614,684
Notes receivable from participants (*)	**2,223,667**	2,281,262
Miscellaneous payables	**(50)**	-
Total certified assets	**$ 75,457,327**	$ 62,152,194

Year ended December 31,		**2013**
Participating employers' profit sharing contributions	**$**	**3,077,545**
Participants' 401(k) and rollover contributions		**4,479,099**
Investment gains (losses) (*)		**11,683,332**
Cash surrender value increase (*)		**43,927**
Participant loan interest income (*)		**69,072**
Benefit distributions		**(5,905,607)**
Administrative fees		**(25,494)**
Investment advisory fees		**(101,112)**
Life insurance premiums (*)		**(15,629)**
Total certified net income (loss)	**$**	**13,305,133**

6. Related Party Transactions

Charles Schwab Bank, the Trustee, is a party-in-interest as defined by ERISA. The Trustee receives both the Company's and participants' contributions, invests the contributions pursuant to the participants' investment elections, and distributes monies in accordance with the trust and service agreements. Shares of mutual funds are managed by an affiliate of the Trustee while the Trustee manages the Charles Schwab Bank Savings account. These investment transactions qualify as exempt party-in-interest transactions.

7. Plan Termination

Although the Company 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 of plan termination, participants' accounts will become fully vested and non-forfeitable.

8. Income Tax Status

Effective January 1, 2010, the Plan adopted the Accudraft-based Schwab Model Volume Submitter Plan document with modifications to reflect provisions contained in Corbel-based Schwab Model Volume Submitter Plan document. Prior to its adoption by the Plan, the Accudraft-based Schwab Model Volume Submitter Plan document had been reviewed and approved by the Internal Revenue Service ("IRS") on March 31, 2008 allowing plans that adopt the document to qualify under Section 401(a) of the Internal Revenue Code ("IRC") and therefore exempt from Federal income tax under IRC Section 501(a). On December 23, 2010, the IRS issued a favorable determination letter regarding all three plan documents and their corresponding amendments. A favorable determination letter indicates that, in the opinion of the IRS, the terms of the plan conform to the requirements of IRC 401(a).

The Plan Administrators believe that the current Accudraft-based Plan document as amended is being operated in compliance with the applicable provisions of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrators have analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of the liability (or asset) or disclosure in the financial statements.

9. Risks and Uncertainties

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

10. Reconciliation of Financial statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to Form 5500:

December 31,		**2013**		2012
Net assets available for Plan benefits per the financial statements	**$**	**75,367,355**	$	62,152,190
Adjustment from contract value to fair value for fully-benefit responsive investment contracts		-		109,388
Excess deferrals and related earnings from 2013 reported as corrective distributions in 2014		**90,159**		-
Net assets available for benefits per the Form 5500	**$**	**75,457,514**	$	62,261,578

The following is a reconciliation of the net increase in the Plan per the financial statements to Form 5500:

Year ended December 31,		**2013**
Net increase (decrease) per the financial statements	**$**	**13,215,165**
Adjustment from contract value to fair value for fully-benefit responsive investment contracts		**(109,388)**
Excess deferrals and related earnings from 2013 reported as corrective distributions in 2014		**90,159**
Net increase (decrease) per the Form 5500	**$**	**13,195,936**

11. Subsequent Events

Effective January 1, 2014, the employees of Battery Acquisition & Development, Inc. and D-T DO, Inc. became employees of Distributor Operations, Inc.

The Plan evaluated subsequent events through September 26, 2014, the date the financial statements were available for issuance.

Supplemental Schedule for Form 5500

Interstate Batteries Profit Sharing & 401(k) Plan

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

EIN: 51-0338944
December 31, 2013 Plan Number: 002

(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
*	Charles Schwab Bank	Savings Account	***	$ 6,033,644
	Charles Schwab Bank	Self-Directed Brokerage Accts	***	1,406,902
*	Schwab International Index Fund	Mutual Fund **	***	9,491,570
*	Schwab S&P 500 Index Fund	Mutual Fund **	***	6,415,456
*	Schwab Small Cap Index Fund	Mutual Fund **	***	3,117,201
	Vanguard Emerging Market Stk Idx Sig	Mutual Fund **	***	3,518,778
	Vanguard Growth Index Institutional	Mutual Fund **	***	12,608,548
	Vanguard Midcap Growth Index Admiral	Mutual Fund **	***	195,812
	Vanguard Midcap Index Signal	Mutual Fund **	***	199,784
	Vanguard Midcap Value Index Admiral	Mutual Fund **	***	2,986,697
	Vanguard REIT Index Signal	Mutual Fund **	***	199,821
	Vanguard Small Cap Value Index Adm	Mutual Fund **	***	1,972,160
	Vanguard Small Cap Growth Index Adm	Mutual Fund **	***	2,617,344
	Vanguard Total Bond Market Index Instl	Mutual Fund **	***	13,714,419
	Vanguard Total Bond Market Idx Signal	Mutual Fund **	***	5
	Vanguard Value Index Institutional	Mutual Fund **	***	8,128,591
	Total Mutual Funds			$ 65,166,186
	Mass Mutual Life Insurance Company & MML Bay State Insurance Company	Life insurance contracts	***	626,597
*	Notes Receivable from Participants	Notes receivable with interest rates ranging from 3.25% to 8.25%	***	2,223,667
Total Investments				$ 75,456,996

* Represents a party-in-interest to the Plan.
** Mutual fund issued by a registered investment company
*** The cost of participant directed investment is not required to be disclosed.

The above information has been certified by Charles Schwab Bank, the Trustee, as being complete and accurate.

FORM 5500 **RECONCILIATION OF INSURANCE EXPENSE**
SCHEDULES A, LINE 6b **TO INSURANCE FEES & COMMISSIONS**
SCHEDULE H, LINE 2e(2) **PAID TO AGENTS & BROKERS** **STATEMENT 1**

			Form 5500, Line 2e(2) and Schedules A Line 6b Reconciliation					
Description	Carrier	Payment Date	Expense Per Form 5500 Sch H, Part II, Line 2e(2) (*)	Tentative Cash Payments Reported on Schedules A, Line 6b	Dividend Payments Applied to Premiums Reported on Schedules A, Line 6b	Surrendered Policy(ies)	Total Payments Per Schedules A, Line 6b (**)	Difference
			(a)	(b)	(c)	(d)	(e)=(b)+(c)-(d)	(a) - (e)
Insurance Premium Due 07/2012	Mass Mutual	06/12/2012		13,656		(820)	12,836	(12,836)
Insurance Premium Due 12/2012	Mass Mutual	11/08/2012		991	1,053		2,044	(2,044)
Insurance Premium Due 05/2013	Mass Mutual	04/18/2013	1,425	1,425			1,425	0
Insurance Premium Due 07/2013	Mass Mutual	06/18/2013	12,836				0	12,836
Insurance Premium Due 12/2013	Mass Mutual	11/19/2013	893				0	893
Subtotal			15,154	16,072	1,053	(820)	16,305	(1,151)
Insurance Premium Due 07/2012	MML Bay State	06/22/2012	0	475			475	(475)
Insurance Premium Due 07/2013	MML Bay State	06/18/2013	475	0			0	475
Subtotal			475	475	0	0	475	0
Total			15,629	16,547	1,053	(820)	16,780	(1,151)

(*) Includes premiums paid and accrued during the plan year from January 1, 2013 through December 31, 2013

(**) Includes premiums paid during the policy year that ended within the plan year:
Mass Mutual Policy/Contract Year: 05/01/2012 - 04/30/2013
MML Bay State Policy/Contract Year: 01/21/2012 - 01/21/2013

Interstate Batteries Profit Sharing and 401(k) Plan

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2013

EIN: 46-2023063

Plan Number: 002

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Allianz Funds	33-0457728	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Rate of 0.36% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Franklin Templeton Investments	94-3167260	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Hodges	75-2278918	Rate of 0.40% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
Lazard	98-0437848	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.13 - 0.25% of average daily balance of assets
MML Blend Fund (Initial Class)	Not Available	0.46% of average net assets for the year
MML Equity Fund (Initial Class)	Not Available	0.44% of average net assets for the year

Interstate Batteries Profit Sharing & 401(k) Plan

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

EIN: 51-0338944
December 31, 2013 Plan Number: 002

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Total Investments				$ 75,456,996

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