

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

Part II	Basic Plan Information—enter all requested information
1a Name of plan <u>BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>04/01/1988</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BENSON INDUSTRIES, LLC</u> <u>1650 NW NAITO PARKWAY, SUITE 250</u> <u>PORTLAND, OR 97209</u>	2b Employer Identification Number (EIN) <u>93-0471970</u> 2c Sponsor's telephone number <u>503-226-7611</u> 2d Business code (see instructions) <u>423990</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	KEVIN GJESDAL
	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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	198
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	106
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	70
d Subtotal. Add lines 6a , 6b , and 6c		6d	176
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	177
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	171
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	1
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: 2A 2E 2F 2H 2J 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BENSON INDUSTRIES, LLC	D Employer Identification Number (EIN) 93-0471970

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
COLUMBIA
93-0577450

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIMENSIONAL FUND ADVISORS
6300 BEE CAVE ROAD BUILDING ONE AUSTIN, TX 78746

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DODGE & COX
94-1441976

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

FIRST EAGLE

13-3392291

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

SCHWAB FUNDS

94-3106735

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

LOOMIS SAYLES

1 FINANCIAL CTR
BOSTON, MA 02111

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

MATTHEWS ASIA FUNDS

94-3250972

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

PIMCO

840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660

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

CHARLES SCHWAB & CO.

94-1737782

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

T. ROWE PRICE

52-2264646

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

VANGUARD

P.O. BOX 2600
VALLEY FORGE, PA 19482

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)

DESCHUTES PORTFOLIO STRATEGIES

27-5035231

(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?
26 27 28 38 50 51	NONE	96412	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEINTZBERGER PAYNE & COMPANY, LLC

20-8835556

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 38 50 60 63 64	NONE	33990	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ 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?
19 50 62	NONE	10476	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BENSON INDUSTRIES, LLC</u>	D Employer Identification Number (EIN) <u>93-0471970</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	5529	8810
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	562871	519596
	(2) Participant contributions.....	1b(2)	24019	25435
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	167284	91758
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	17920627	20920254
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18680330	21565853

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18680330	21565853
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	519596	
(B) Participants	2a(1)(B)	634351	
(C) Others (including rollovers)	2a(1)(C)	9024	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1162971
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7612	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7612
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	754033	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		754033
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2496175
c Other income.....	2c		34266
d Total income. Add all income amounts in column (b) and enter total.....	2d		4455057

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1428656	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1428656
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	33990	
(3) Investment advisory and management fees.....	2i(3)	96412	
(4) Other.....	2i(4)	10476	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		140878
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1569534

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2885523
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: THOMPSON KESSLER WIEST & BORQUIST

(2) EIN: 20-5888003

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.		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.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>BENSON INDUSTRIES, LLC PROFIT SHARING AND SALARY DEFERRAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BENSON INDUSTRIES, LLC</u>	D Employer Identification Number (EIN) <u>93-0471970</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BENSON INDUSTRIES, LLC
PROFIT SHARING AND SALARY DEFERRAL
RETIREMENT PLAN
FINANCIAL STATEMENTS,
SUPPLEMENTAL INFORMATION
AND
INDEPENDENT AUDITORS' REPORT
FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012**

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan

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Independent Auditors' Report

Plan Administrator
Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
Portland, Oregon

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan, which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Managements Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C, D, E, and F, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 the supplemental schedules referred to above.

Other Matter – 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Charles Schwab Bank, the trustee of the Plan. Their report, dated August 29, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Custodian, were 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.

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 schedules, 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.

Schmehl Tullman & Co., PC

St. Louis, Missouri
October 10, 2014

FINANCIAL STATEMENTS

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
STATEMENTS OF NET ASSETS
AVAILABLE FOR PLAN BENEFITS

	December 31,	
	2013	2012
ASSETS		
Investments at fair value	\$ 20,920,254	\$ 17,920,627
Cash and cash equivalents	8,810	5,529
Notes receivable from participants	91,758	167,284
Receivables:		
Employer contributions	519,596	562,871
Participant contributions	25,435	24,019
	<u>21,565,853</u>	<u>18,680,330</u>
Total Assets		
	<u>21,565,853</u>	<u>18,680,330</u>
Net Assets Available for Plan Benefits	<u>\$ 21,565,853</u>	<u>\$ 18,680,330</u>

See accompanying notes to financial statements

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS

	Years Ended December 31,	
	2013	2012
ADDITIONS TO NET ASSETS		
Investment Income		
Interest and dividends	\$ 754,033	\$ 601,850
Net appreciation in fair value of investments	2,496,175	1,796,282
Other income	41,878	-
Total Investment Income	3,292,086	2,398,132
Contributions		
Employer	519,596	562,871
Participant	634,351	592,396
Rollovers	9,024	-
Total Contributions	1,162,971	1,155,267
Total Additions	4,455,057	3,553,399
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	1,428,656	1,892,326
Administrative expenses	140,878	122,851
Total Deductions	1,569,534	2,015,177
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	2,885,523	1,538,222
NET ASSETS AVAILABLE FOR PLAN BENEFITS,		
Beginning of year	18,680,330	17,142,108
End of year	\$ 21,565,853	\$ 18,680,330

See accompanying notes to financial statements

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

A. DESCRIPTION OF PLAN

The following description of the Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

Benson Industries, LLC (the “Company”) adopted the Plan on April 1, 1988. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Accordingly, the Plan meets the eligibility requirements of a 401(k) plan under the Internal Revenue Code. The Company has been designated as Plan Administrator. Effective January 1, 2012, the plan year was changed from a fiscal year ending March 31st to a calendar year.

On July 30, 2013, the Company became a wholly-owned subsidiary of Mitek Industries, Inc.

Eligibility

The Plan is a defined contribution plan covering all employees of Benson Industries, LLC who meet the eligibility provisions. Hourly and salaried employees not covered by a collective bargaining agreement are eligible to participate in the 401(k) portion of the Plan on the next January 1, April 1, July 1, or October 1 after completing three months of service. These employees are eligible to participate in the safe-harbor and profit-sharing portions of the Plan on the first day of the plan year after completion of twelve months of service.

Employee Contributions

Participants may elect to reduce compensation and make a contribution to the Plan on a pre-tax basis. These pre-tax contributions are known as Elective Deferrals. Participants may contribute up to the lesser of 100% of their eligible compensation or the maximum annual 401(k) deferral. The maximum annual 401(k) deferral for 2013 and 2012 was \$17,500 and \$17,000, respectively. Participants age fifty and over can contribute up to an additional \$5,500 to the 401(k) portion of the Plan in 2013 and 2012. Participants may also contribute amounts representing distributions from other qualified retirement plans.

Employer Contributions

Effective January 1, 2012, the Plan adopted a safe-harbor provision which required the Company to make a non-elective contribution equal to 3% of compensation for eligible employees. Effective January 1, 2012, the Company may also make additional profit-sharing contributions to the Plan. Prior to this adoption, all contributions to the Plan made by the company were discretionary.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

A. **DESCRIPTION OF PLAN** (Continued)

Employer Contributions (Continued)

For the year ended December 31, 2013, the Company elected to make a profit-sharing contribution equal to 2% of the participant's eligible compensation in addition to the 3% safe-harbor matching contribution. For the year ended December 31, 2012, the Company elected to make a profit-sharing contribution equal to 2% of the participant's eligible compensation in addition to the 3% safe-harbor contribution.

Vesting

Participants are immediately vested in their elective contributions and safe-harbor contributions plus actual earnings thereon. Participants are vested in the Company's profit-sharing contributions plus actual earnings thereon at a rate of 20% after two years of credited service and 20% per year of credited service thereafter. A participant is fully vested after six years of credited service. Participants vest immediately in all contributions plus actual earnings when they reach normal retirement age of 65 or in the event of death or disability, as defined by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of employer contributions, forfeitures and actual earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant compensation or applicable account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of their contributions into various investment options offered by the Plan. Employer profit-sharing contributions are directed by the Plan's investment committee. The Plan currently offers multiple registered investment companies as investment options for both participant and nonparticipant directed contributions.

Participant Loans

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 401(k) account balance. The term of the loan repayments range from one to five years for general loans and up to ten years for the purchase of the principal residence. The loans are secured by the balance of the participants' 401(k) account and bear interest at rates determined by the administrator based on the prime lending rate in effect at the time of the loan plus 2%. For the years ended December 31, 2013 and 2012, interest rates on outstanding loans at ranged from 5.25% to 10.25%, respectively. Principal and interest are paid ratably through payroll deductions.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

A. **DESCRIPTION OF PLAN** (Continued)

Payment of Benefits

Upon retirement, attainment of age 59 1/2, termination of service, death or permanent disability, a participant or the beneficiary with a vested balance over \$1,000 may elect to receive a lump-sum or partial distribution up to the value of the participant's vested account balance, based on certain restrictions as defined by the Plan, or retain their vested interest in the Plan. Participants with a vested account balance less than \$1,000 will receive a lump sum distribution. Benefit payments must commence by the first day of the plan year following the calendar year in which the participants attain age 70. Hardship withdrawals, as defined in the Plan, are permitted up to the amount of participant contributions.

Forfeited Accounts

Forfeitures of employer profit-sharing contributions are allocated to participant accounts in the year following the forfeiture in the proportion that each such participant's eligible compensation for that plan year bears to the total eligible compensation of all participants. Forfeitures of non-vested accounts totaled \$6,587 and \$23,887 during the years ended December 31, 2013 and 2012, respectively. Forfeited non-vested accounts, including earnings and losses on forfeited accounts, as of December 31, 2013 and 2012 totaled \$30,477 and \$23,888, respectively.

Administrative Expenses

Plan administrative expenses consist of primarily of investment advisory and recordkeeping fees. The Plan pays substantially all direct plan administration expenses.

Termination

Although it has not expressed intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, any amounts credited to the participants' accounts from employer contributions will become 100% vested.

B. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The accounting records of the Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan (the "Plan") are maintained on the accrual basis of accounting.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value based upon quoted market prices. Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned.

The increase (decrease) in fair value of the investments held is reflected in the Statements of Changes in Net Assets Available for Plan Benefits as Net Appreciation in Fair Value of Investments.

Concentration of Credit Risk

Financial instruments which potentially subject the Plan to a concentration of credit risk consist primarily of investments. The Plan maintains its investments with high credit financial institutions in various collective investment funds.

Payment of Benefits

Benefits are recorded when paid.

Contributions

Employer and participant contributions are accrued by the Plan in the year in which they are withheld from compensation or become obligations of the Company.

Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 10, 2014, the date the financial statements were available to be issued.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

C. INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan's investments are held by bank-administered trust funds. Financial information relating to those investments is included in the accompanying financial statements based on information provided by the trustee. That information, which does not include contributions receivable to the trustee at December 31, 2013 and 2012, has not been examined by independent auditors. The following presents investments held that represent 5% or more of the Plan's net assets at December 31, 2013:

Vanguard 500 Index Signal	\$2,651,979
American Funds Growth Fund of America	2,486,888
PIMCO Total Return Institutional	2,042,380
Dodge & Cox Stock	1,718,025
T. Rowe Price Small-Cap Value	1,456,876
Columbia Acorn	1,421,913
Formula Investing Us Value Select	1,221,440
Loomis Sayles Bond Institutional	1,176,843
American Funds Capital World Bond Fund	1,101,253

The following presents investments held that represent 5% or more of the Plan's net assets at December 31, 2012:

PIMCO Total Return Institutional	\$2,082,396
Vanguard 500 Index Signal	2,039,591
American Funds Growth Fund of America	1,994,691
Dodge & Cox Stock	1,270,927
T. Rowe Price Small-Cap Value	1,163,388
Loomis Sayles Bond Institutional	1,119,665
Columbia Acorn	1,031,481
PIMCO Commodity Real Return	991,883

D. FAIR VALUE OF MEASUREMENTS

U.S. Generally Accepted Accounting Principles ("GAAP") 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 GAAP are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

D. FAIR VALUE OF MEASUREMENTS *(Continued)*

Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	<u>December 31,</u>	
	<u>2013</u>	<u>2012</u>
	<u>Level 1</u>	<u>Level 1</u>
Registered Investment Companies:		
Bond funds	\$ 5,017,531	\$ 4,718,579
Value funds	4,396,341	3,295,452
Growth funds	4,301,551	3,332,929
International equity funds	3,258,061	2,951,702
Blend funds	2,651,979	2,039,591
Commodities funds	874,309	991,883
Money market funds	420,482	590,491
	<hr/>	<hr/>
Total Assets at Fair Value	\$20,920,254	\$17,920,627
	<hr/>	<hr/>

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

E. SEPARATE INVESTMENT FUNDS

For the years ended December 31, 2013 and 2012, each participant may designate the percentage of participant and Company matching contributions allocable to his account to be invested in each available fund type.

During 2013, the plan investments (including investments bought, sold, and held during the year) increased in value by \$2,999,627.

<u>Investment Fund</u>	<u>Change in Net Value</u>	<u>Fair Value at December 31, 2013</u>
Vanguard 500 Index Signal	\$ 612,388	\$ 2,651,979*
American Funds Growth Fund of America	492,197	2,486,888*
PIMCO Total Return Inst'l	(40,016)	2,042,380*
Dodge & Cox	447,098	1,718,025*
T. Rowe Price Small Cap Value	293,488	1,456,876*
Columbia Acorn Fund	390,432	1,421,913*
Formula Investing Us Value Select	360,303	1,221,440*
Loomis Sayles Bond Instl	57,178	1,176,843*
American Funds Capital World Bond	211,631	1,101,253*
Dodge & Cox Int'l Stock	129,880	885,723
PIMCO Commodity Real Ret Strat Instl	(117,574)	874,309
American Funds Europacific Growth	138,547	805,960
PIMCO Unconstrained Bond Inst	70,159	697,055
First Eagle Overseas	59,948	598,543
DFA Emerging Markets Value	(39,240)	492,714
Matthews Asian Growth & Inc	17,224	475,121
Schwab Ret Advantage Money Market	(170,009)	420,482
T. Rowe Price Mid Cap Growth	85,993	392,750
	<u>\$2,999,627</u>	<u>\$20,920,254</u>

* The fair value of the individual investment exceeded five percent of the Plan's net assets at the end of the respective year.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

E. **SEPARATE INVESTMENT FUNDS** (Continued)

During 2012, the plan investments (including investments bought, sold, and held during the year) increased in value by \$1,344,454.

<u>Investment Fund</u>	<u>Change in Net Value</u>	<u>Fair Value at December 31, 2012</u>
PIMCO Total Return Inst'l	(\$ 169,321)	\$ 2,082,396*
Vanguard 500 Index Signal	51,911	2,039,591*
American Funds Growth Fund of America	334,123	1,994,691*
Dodge & Cox	(629,092)	1,270,927*
T. Rowe Price Small Cap Value	1,163,388	1,163,388*
Loomis Sayles Bond Instl	(30,934)	1,119,665*
Columbia Acorn Fund	145,691	1,031,481*
PIMCO Commodity Real Ret Strat Instl	102,284	991,883*
American Funds Capital World Bond	(31,965)	889,622
Formula Investing Us Value Select	861,137	861,137
Dodge & Cox Int'l Stock	246,451	755,843
American Funds Europacific Growth	59,808	667,413
PIMCO Unconstrained Bond Inst	(154,776)	626,896
Schwab Ret Advantage Money Market	42,348	590,491
First Eagle Overseas	104,479	538,595
DFA Emerging Markets Value	184,507	531,954
Matthews Asian Growth & Inc	70,530	457,897
T. Rowe Price Mid Cap Growth	34,646	306,757
Heartland Value	(1,040,761)	-
	<u>\$1,344,454</u>	<u>\$17,920,627</u>

* The fair value of the individual investment exceeded five percent of the Plan's net assets at the end of the respective year.

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

F. NONPARTICIPANT DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	December 31,	
	2013	2012
Net Assets:		
American Funds Capital World Bond	\$ 651,926	\$ 508,935
American Funds Europacific Growth	291,505	273,443
American Funds Growth Fund of America	1,156,945	1,070,114
Columbia Acorn	608,395	538,959
DFA Emerging Markets Value	239,058	281,266
Dodge & Cox International Stock	401,320	377,018
Dodge & Cox Stock	650,053	533,730
First Eagle Overseas	273,362	269,430
Formula Investing US Value	689,023	517,442
Loomis Sayles Bond Institutional	690,189	705,228
Matthews Asian Growth & Income	255,028	276,976
PIMCO Commodity Real Return	348,377	411,467
PIMCO Total Return Institutional	976,653	1,025,163
PIMCO Unconstrained Bond	400,896	425,634
T. Rowe Price Small-Cap Value	613,097	542,888
Vanguard 500 Index Signal	1,129,402	1,031,627
Total Registered Investment Companies	<u>\$9,375,229</u>	<u>\$8,789,320</u>
	Year Ended December 31,	
	2013	2012
Changes in Net Assets:		
Contributions	\$ 230,514	\$ 421,647
Net appreciation, including dividend income	1,436,878	1,151,691
Benefits paid to participants	(1,051,287)	(1,063,168)
Forfeitures	(30,196)	(23,887)
Total Changes in Net Assets	<u>\$ 585,909</u>	<u>\$ 486,283</u>

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012
(Continued)

G. TAX STATUS OF PLAN

The Internal Revenue Service has determined and informed the Company by a letter dated February 16, 2011 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code and are therefore exempt from federal income tax. The plan administrator and the Plan's tax counsel believe that the Plan is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been recorded in the Plan's financial statements.

H. RELATED PARTY TRANSACTIONS

Certain plan investments are managed by affiliates of Charles Schwab Trust Company, the custodian of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules under ERISA.

I. RISKS AND UNCERTAINTIES

The Plan invests in various types of 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 will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

J. DELINQUENT PARTICIPANT CONTRIBUTIONS

Defined contribution plans are required to remit employee contributions to the employer as soon as they can be reasonably segregated from the employer's general assets. There were potential employee contributions not remitted within the required time period for the year ended December 31, 2013. The contributions and lost earnings on the potential 2013 late contributions will be determined and corrected during the year ended December 31, 2014 as needed.

**SUPPLEMENTAL
SCHEUDLES**

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
 EIN: 93-0471970 PIN: 001 Schedule H, Line 4i
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2013

(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments	(d) Cost	(e) Current Value
American Fund Capital World Bond R6	54,761.460 shares	1,112,074	\$1,101,253
American Funds Europacific Growth R6	16,438.104 shares	754,477	805,960
American Fd Growth Fd of America R6	57,821.163 shares	2,394,610	2,486,888
Columbia Acorn Fd	38,100.555 shares	1,107,426	1,421,913
DFA Emerging Mkts Value Port Instl	17,845.502 shares	556,175	492,714
Dodge & Cox Intl Stock Fund	20,579.058 shares	690,706	885,723
Dodge & Cox Stock Fund	10,173.655 shares	1,169,068	1,718,025
First Eagle Overseas Fund A	25,899.728 shares	561,904	598,543
Formula Investing US Value Slct Inst	72,575.180 shares	1,166,837	1,221,440
Loomis Sayles Bond CL I	77,628.145 shares	1,031,704	1,176,843
Matthews Asian Growth & Income Fd I	25,125.379 shares	434,259	475,121
PIMCO Commodity Real Return Instl	159,254.863 shares	916,540	874,309
PIMCO Total Return Fund Instl Class	191,055.228 shares	2,086,870	2,042,380
PIMCO Unconstrained BD FD Inst Cl	62,854.333 shares	705,757	697,055
*Schwab Retirement Advtg Money Fund	420,481.690 shares	420,482	420,482
T. Rowe Price Mid-Cap Growth Fund	5,396.402 shares	309,703	392,750
T. Rowe Price Small-Capital Value Fd	28,923.489 shares	1,126,187	1,456,876
Vanguard 500 Index Signal	18,845.786 shares	1,872,799	2,651,979
*Cash and cash equivalents		8,810	8,810
*Notes Receivable from Participants	Interest rates ranging from 5.25% - 10.25%	N/A	91,758

* A party in interest as defined by ERISA.

See independent auditors' report and
 accompanying notes to financial statements

Benson Industries, LLC Profit Sharing and Salary Deferral Retirement Plan
EIN: 93-0471970 PIN: 001 Schedule H, Line 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013

(a) <u>Identity of Party Involved</u>	(b) <u>Description of Assets</u>	(c) <u>Purchase Price</u>	(d) <u>Selling Price</u>	(g) <u>Cost of Asset</u>	(i) <u>Gain (Loss) on Sale of Asset</u>
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There were no series of transactions in excess of 5% of Plan assets at the beginning of the year:

There were no individual transactions in excess of 5% of Plan Assets.

See independent auditors' report and
accompanying notes to financial statements

ADDENDUM TO SCHEDULE H, ITEM 4I**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR****Plan Name: Benson Industries LLC Profit Sharing and Salary Deferral Retirement Plan****EIN: 93-0471970****Plan Sponsor's Name: Benson Industries LLC****PN: 001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	Current Value
	American Funds Capital World Bond R6	Mutual Fund		1,101,253
	American Funds Europacific Gr R6	Mutual Fund		805,960
	American Funds Growth Fund Of Amer R6	Mutual Fund		2,486,888
	Columbia Acorn Fund-Z	Mutual Fund		1,421,913
	Dfa Emerging Markets Value	Mutual Fund		492,714
	Dodge & Cox Int'l Stock	Mutual Fund		885,723
	Dodge & Cox Stock	Mutual Fund		1,718,025
	First Eagle Overseas A	Mutual Fund		598,543
	Formula Investing Us Value Select I	Mutual Fund		1,221,440
	Loomis Sayles Bond Instl	Mutual Fund		1,176,843
	Matthews Asian Growth & Inc	Mutual Fund		475,121
	Pimco Commodity Real Ret Strat Instl	Mutual Fund		874,309
	Pimco Total Return Inst'l	Mutual Fund		2,042,380
	Pimco Unconstrained Bond Inst	Mutual Fund		697,055
	Schwab Ret Advantage Money Market	Mutual Fund		420,482
	T Rowe Price Mid Cap Growth	Mutual Fund		392,750
	T. Rowe Price Small-Cap Value	Mutual Fund		1,456,876
	Vanguard 500 Index Signal	Mutual Fund		2,651,979
*	Participant Loans	5.25% - 10.25%		91,758
*	Schwab Trust Money Market	Money Market		8,810

SCHEDULE OF INVESTMENT ASSETS BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR

(a) 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	Current Value
Participant Loans	5.25% - 10.25%		91,758.00