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
SMITH MOUNTAIN INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2008

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

SMITH MOUNTAIN INDUSTRIES, INC.

1000 DILLARD DRIVE
FOREST, VA 24551

2b Employer Identification Number (EIN)
01-0581784

2c Sponsor's telephone number
434-385-1305

2d Business code (see instructions)
423990

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.		
	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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	137
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**	135
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	11
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	146
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	146
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	67
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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
SMITH MOUNTAIN INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SMITH MOUNTAIN INDUSTRIES, INC.

D Employer Identification Number (EIN)
01-0581784

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	50	0
(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)	3702	12327
(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)	685871	915502
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	689623	927829
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	10463	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	10463	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	679160	927829

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)		
	(B) Participants	2a(1)(B)	89606	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		89606
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)	263	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		263
	(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)	24473	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		24473
	(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)		145626
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		259968
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10123	
(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)		10123
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1176	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1176
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11299
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		248669
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

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		100000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SMITH MOUNTAIN INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SMITH MOUNTAIN INDUSTRIES, INC.

D Employer Identification Number (EIN)
01-0581784

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): 95-6817943

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):

Smith Mountain Industries, Inc. 401(k) Plan

Financial Report
December 31, 2013

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McGladrey

Independent Auditor's Report

Smith Mountain Industries, Inc. 401(k) Plan
1000 Dillard Drive
Forest, Virginia 24551

Report on the Financial Statements

We have audited the accompanying financial statements of the Smith Mountain Industries, Inc. 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter – Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Richmond, Virginia
October 7, 2014

Smith Mountain Industries, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments at fair value	**$ 915,502**	$ 685,871
Notes receivable from participants	**12,327**	3,702
Employee contribution receivable	**-**	50
Total assets	**927,829**	689,623
Liabilities		
Excess contributions payable	**-**	10,463
Net assets available for benefits	**$ 927,829**	$ 679,160

See Notes to Financial Statements.

Smith Mountain Industries, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions		
Investment income:		
Net appreciation in fair value of investments	$	145,625
Interest and dividends		24,473
Net investment income		170,098
Interest income on notes receivable from participants		263
Contributions:		
Participants		89,606
Total additions		259,967
Deductions		
Benefits paid to participants		10,123
Administrative expenses		1,175
Total deductions		11,298
Net increase in net assets available for benefits		248,669
Net Assets Available for Benefits		
Beginning of year		679,160
End of year	$	927,829

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Smith Mountain Industries, Inc. 401(k) Plan (the Plan) provides only general information. The Plan agreement should be referenced for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established on January 1, 2008, by Smith Mountain Industries, Inc. for the benefit of its eligible employees. All assets of the Plan are held by American Funds Retirement Resources. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility: The Plan covers the employees of Smith Mountain Industries, Inc. (the Company) who have completed a year of service and are at least 21 years of age. A year of service is defined as working at least 1,000 hours during the 12-month period immediately after hire date. Each employee who becomes eligible to participate shall enter the Plan effective as of January 1, April 1, July 1, or October 1, coinciding with or following the date the employee obtains eligibility as defined above.

Contributions: Each year, participants may contribute a portion of their pre-tax annual compensation, as defined by the Plan, up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution or defined benefit plans. The Company provides a safe harbor matching contribution each Plan year in an amount equal to 100% of the first 3% of compensation and 50% of between 4% and 5% of compensation that a participant contributes to the Plan. This safe harbor matching contribution was suspended during 2013 and 2012. The Company also may make a matching contribution at its discretion. There was no discretionary match during the year. The employee deferrals and Company matching contributions may be invested in selected participant-directed investment choices. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's safe harbor matching contribution, if any, and allocations of the Company's discretionary contribution, if any, Plan earnings, and forfeitures of terminated participant non-vested accounts, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes receivable from participants: Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All loans shall be considered investments of the trust and shall be evidenced by a promissory note signed by the participant. Loans are secured by the balance in the participant's account and bear an interest rate of prime plus 1.25%. Principal and interest are paid ratably through payroll deductions. A participant may only receive a loan upon demonstration of a hardship event.

Vesting: Participants are immediately vested in their contributions and Company safe harbor matching contributions plus actual earnings. The discretionary Company matching contributions vest on a six-year graded vesting schedule. Participants remained fully vested in Company contributions subsequent to the safe harbor matching contribution suspension during 2013 and 2012 as no discretionary matching contributions were made.

Note 1. Plan Description (Continued)

Payments of benefits: Upon termination of service, retirement, death or disability, participants may receive their vested benefits in a single lump-sum amount equal to the value of the participant's vested interest in his or her account. The Plan also provides for hardship distributions if certain conditions are met as outlined in the Plan document. Hardship distributions may be made from only employee deferral amounts. Participants age 59 ½ and older may request an in-service withdrawal from either their salary deferral or matching contribution balances.

Forfeited accounts: These accounts may be used to reduce future employer contributions and administrative expenses. The Plan did not have a material forfeiture balance as of December 31, 2013 and 2012, and there were no material amounts of Plan forfeitures utilized during 2013.

Expenses of the Plan: The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor as provided by the Plan agreement.

Note 2. Summary of Significant Accounting Policies

The following describes the significant accounting policies of the Plan:

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued interest. Delinquent loans are treated as distributions based upon the terms of the Plan document surrounding defaults.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment custodian, American Funds. See Note 3 for discussion of fair value measurements.

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

Contributions: Contributions from Plan participants and matching or discretionary contributions, if any, from the Plan Sponsor are recorded in the year in which the participant contributions are withheld from amount paid. All participant and employer contributions, if any, are participant directed.

Payment of benefits: Benefit payments to participants are recorded when paid.

Administrative expenses: As provided by the Plan agreement, administrative expenses related to Plan investments and recordkeeping are paid by the Plan and other administrative expenses are paid by the Plan Sponsor. Loan origination fees are charged to the borrower/participant.

Note 2. Summary of Significant Accounting Policies (Continued)

Subsequent events: The Plan Sponsor has evaluated whether any subsequent events that require recognition or disclosure in the accompanying financial statements and notes thereto have taken place through the date these financial statements were available to be issued, or October 7, 2014.

Note 3. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable for the asset or liability, significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Money Market Funds: Valued at quoted market prices which reflect the net asset value (NAV) of shares held by the Plan at year-end.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

Note 3. Fair Value Measurements (Continued)

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

	Assets at Fair Value as of December 31, 2013			
Description	Level 1	Level 2	Level 3	Total
American Funds Money Market Fund	$ 48,948	$ -	$ -	$ 48,948
Target Date Mutual Funds				
American Funds 2015 Target Date	33,211	-	-	33,211
American Funds 2020 Target Date	67,582	-	-	67,582
American Funds 2025 Target Date	161,151	-	-	161,151
American Funds 2030 Target Date	63,562	-	-	63,562
American Funds 2035 Target Date	47,752	-	-	47,752
American Funds 2040 Target Date	113,978	-	-	113,978
American Funds 2045 Target Date	99,924	-	-	99,924
American Funds 2050 Target Date	20,708	-	-	20,708
American Funds 2055 Target Date	1,272	-	-	1,272
International Mutual Funds				
SMALLCAP World Fund	56,288	-	-	56,288
EuroPacific Growth Fund	43,832	-	-	43,832
Capital Income Builder	17,680	-	-	17,680
Capital World Growth and Income	26,720	-	-	26,720
Large Growth Mutual Funds				
The Growth Fund of America	54,940	-	-	54,940
Fundamental Investors	714	-	-	714
The New Economy Fund	56,235	-	-	56,235
Bond Mutual Funds				
American High-Income Trust	355	-	-	355
The Bond Fund of America	650	-	-	650
Total investments	$ 915,502	$ -	$ -	$ 915,502

Note 3. Fair Value Measurements (Continued)

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

	Assets at Fair Value as of December 31, 2012			
Description	Level 1	Level 2	Level 3	Total
American Funds Money Market Fund	$ 2,679	$ -	$ -	$ 2,679
Target Date Mutual Funds				
American Funds 2015 Target Date	29,250	-	-	29,250
American Funds 2020 Target Date	52,829	-	-	52,829
American Funds 2025 Target Date	123,859	-	-	123,859
American Funds 2030 Target Date	47,354	-	-	47,354
American Funds 2035 Target Date	37,260	-	-	37,260
American Funds 2040 Target Date	85,143	-	-	85,143
American Funds 2045 Target Date	70,989	-	-	70,989
American Funds 2050 Target Date	16,921	-	-	16,921
American Funds 2055 Target Date	833	-	-	833
International Mutual Funds				
SMALLCAP World Fund	40,765	-	-	40,765
EuroPacific Growth Fund	34,815	-	-	34,815
Capital Income Builder	13,924	-	-	13,924
Capital World Growth and Income	22,608	-	-	22,608
Large Growth Mutual Funds				
The Growth Fund of America	38,385	-	-	38,385
Fundamental Investors	164	-	-	164
The New Economy Fund	38,419	-	-	38,419
Bond Mutual Funds				
American High-Income Trust	163	-	-	163
The Bond Fund of America	29,511	-	-	29,511
Total investments	$ 685,871	$ -	$ -	$ 685,871

Note 4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, foreign currency, market and credit risks.

Interest rate risk refers to the impact of interest rate changes on the Plan's financial position. Interest rate changes directly impact the fair value of fixed income securities held in the Plan. Interest rate changes will also have an indirect impact on the other investments held by the Plan.

Foreign currency risk is the risk that the value of a foreign currency denominated asset or liability will fluctuate due to changes in foreign exchange rates.

Market risk is the risk that the market value of an investment will fluctuate as a result of changes in market price.

Note 4. Risks and Uncertainties (Continued)

Credit risk arises from the potential for an issuer or other counterparty to default on its contractual obligations to the Plan. Investments are recorded at fair value. This represents the maximum credit risk exposure of the Plan.

Note 5. Related-Party Transactions

Plan investments are managed by an affiliate of American Funds Retirement Resources, the custodian of the Plan. Therefore, investment transactions within the Plan qualify as party-in-interest transactions.

Note 6. Income Tax Status And Plan Amendments

The Plan follows a prototype standardized profit-sharing and safe harbor plan sponsored by ASC Institute, LLC. The prototype plan received an opinion letter, dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's appropriate form. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

GAAP require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more-likely-than-not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor 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 would become 100% vested in their accounts.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	**$ 927,829**	$ 679,160
Differences in:		
Investments	**(12,327)**	(3,702)
Notes receivable from participants	**12,327**	3,702
Net assets available for benefits per the Form 5500	**$ 927,829**	$ 679,160

Smith Mountain Industries, Inc. 401(k) Plan

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

Employer Identification Number: 01-0581784
Plan Number: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Number of Shares	(d) Cost**	(e) Current Fair Value
*	American Funds Retirement Resources	Money Market Fund	-		$ 48,948
*	American Funds Retirement Resources	The Growth Fund of America	1,286.039		54,940
*	American Funds Retirement Resources	Fundamental Investors Fund	13.753		714
*	American Funds Retirement Resources	The New Economy Fund	1,481.810		56,235
*	American Funds Retirement Resources	Capital Income Builder	302.008		17,680
*	American Funds Retirement Resources	EuroPacific Growth Fund	909.759		43,832
*	American Funds Retirement Resources	Capital World Growth and Income	590.757		26,720
*	American Funds Retirement Resources	SMALLCAP World Fund	1,153.206		56,288
*	American Funds Retirement Resources	American Funds 2015 Target Date	3,089.416		33,211
*	American Funds Retirement Resources	American Funds 2020 Target Date	602.360		67,582
*	American Funds Retirement Resources	American Funds 2025 Target Date	13,542.134		161,151
*	American Funds Retirement Resources	American Funds 2030 Target Date	5,142.585		63,562
*	American Funds Retirement Resources	American Funds 2035 Target Date	3,860.267		47,752
*	American Funds Retirement Resources	American Funds 2040 Target Date	9,089.167		113,978
*	American Funds Retirement Resources	American Funds 2045 Target Date	7,962.048		99,924
*	American Funds Retirement Resources	American Funds 2050 Target Date	1,682.200		20,708
*	American Funds Retirement Resources	American Funds 2055 Target Date	84.495		1,272
*	American Funds Retirement Resources	American High-Income Trust	31.258		355
*	American Funds Retirement Resources	The Bond Fund of America	52.401		650
*	Notes Receivable from Participants, Interest rates are 4.50%				12,327
					$ 927,829

*American Funds Retirement Resources is the custodian of Plan assets and therefore represents a party-in-interest.
**All investments are participant directed; therefore, cost information has not been presented.

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 ☒ 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
SMITH MOUNTAIN INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2008

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

Smith Mountain Industries, Inc.

1000 Dillard Drive

Forest, VA 24551

2b Employer Identification Number (EIN)
01-0581784

2c Sponsor's telephone number
(434) 385-1305

2d Business code (see instructions)
423990

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	Mark Haddon	10-13-2014	Mark Haddon
	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

4b EIN

4c PN

5 Total number of participants at the beginning of the plan year	**5**	137
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**	135
b Retired or separated participants receiving benefits	**6b**	
c Other retired or separated participants entitled to future benefits	**6c**	11
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	146
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	146
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	67
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

Smith Mountain Industries, Inc. 401(k) Plan

Financial Report
December 31, 2013

Contents

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McGladrey

Independent Auditor's Report

Smith Mountain Industries, Inc. 401(k) Plan
1000 Dillard Drive
Forest, Virginia 24551

Report on the Financial Statements

We have audited the accompanying financial statements of the Smith Mountain Industries, Inc. 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Other Matter – Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Richmond, Virginia
October 7, 2014

Smith Mountain Industries, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

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See Notes to Financial Statements.

Smith Mountain Industries, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

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Net Assets Available for Benefits		
Beginning of year		679,160
End of year	$	927,829

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the Smith Mountain Industries, Inc. 401(k) Plan (the Plan) provides only general information. The Plan agreement should be referenced for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established on January 1, 2008, by Smith Mountain Industries, Inc. for the benefit of its eligible employees. All assets of the Plan are held by American Funds Retirement Resources. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility: The Plan covers the employees of Smith Mountain Industries, Inc. (the Company) who have completed a year of service and are at least 21 years of age. A year of service is defined as working at least 1,000 hours during the 12-month period immediately after hire date. Each employee who becomes eligible to participate shall enter the Plan effective as of January 1, April 1, July 1, or October 1, coinciding with or following the date the employee obtains eligibility as defined above.

Contributions: Each year, participants may contribute a portion of their pre-tax annual compensation, as defined by the Plan, up to the maximum amount allowed by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution or defined benefit plans. The Company provides a safe harbor matching contribution each Plan year in an amount equal to 100% of the first 3% of compensation and 50% of between 4% and 5% of compensation that a participant contributes to the Plan. This safe harbor matching contribution was suspended during 2013 and 2012. The Company also may make a matching contribution at its discretion. There was no discretionary match during the year. The employee deferrals and Company matching contributions may be invested in selected participant-directed investment choices. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's safe harbor matching contribution, if any, and allocations of the Company's discretionary contribution, if any, Plan earnings, and forfeitures of terminated participant non-vested accounts, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes receivable from participants: Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. All loans shall be considered investments of the trust and shall be evidenced by a promissory note signed by the participant. Loans are secured by the balance in the participant's account and bear an interest rate of prime plus 1.25%. Principal and interest are paid ratably through payroll deductions. A participant may only receive a loan upon demonstration of a hardship event.

Vesting: Participants are immediately vested in their contributions and Company safe harbor matching contributions plus actual earnings. The discretionary Company matching contributions vest on a six-year graded vesting schedule. Participants remained fully vested in Company contributions subsequent to the safe harbor matching contribution suspension during 2013 and 2012 as no discretionary matching contributions were made.

Note 1. Plan Description (Continued)

Payments of benefits: Upon termination of service, retirement, death or disability, participants may receive their vested benefits in a single lump-sum amount equal to the value of the participant's vested interest in his or her account. The Plan also provides for hardship distributions if certain conditions are met as outlined in the Plan document. Hardship distributions may be made from only employee deferral amounts. Participants age 59 ½ and older may request an in-service withdrawal from either their salary deferral or matching contribution balances.

Forfeited accounts: These accounts may be used to reduce future employer contributions and administrative expenses. The Plan did not have a material forfeiture balance as of December 31, 2013 and 2012, and there were no material amounts of Plan forfeitures utilized during 2013.

Expenses of the Plan: The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor as provided by the Plan agreement.

Note 2. Summary of Significant Accounting Policies

The following describes the significant accounting policies of the Plan:

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued interest. Delinquent loans are treated as distributions based upon the terms of the Plan document surrounding defaults.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Plan management determines the Plan's valuation policies utilizing information provided by the investment custodian, American Funds. See Note 3 for discussion of fair value measurements.

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

Contributions: Contributions from Plan participants and matching or discretionary contributions, if any, from the Plan Sponsor are recorded in the year in which the participant contributions are withheld from amount paid. All participant and employer contributions, if any, are participant directed.

Payment of benefits: Benefit payments to participants are recorded when paid.

Administrative expenses: As provided by the Plan agreement, administrative expenses related to Plan investments and recordkeeping are paid by the Plan and other administrative expenses are paid by the Plan Sponsor. Loan origination fees are charged to the borrower/participant.

Note 2. Summary of Significant Accounting Policies (Continued)

Subsequent events: The Plan Sponsor has evaluated whether any subsequent events that require recognition or disclosure in the accompanying financial statements and notes thereto have taken place through the date these financial statements were available to be issued, or October 7, 2014.

Note 3. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable for the asset or liability, significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Money Market Funds: Valued at quoted market prices which reflect the net asset value (NAV) of shares held by the Plan at year-end.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

Note 3. Fair Value Measurements (Continued)

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

	Assets at Fair Value as of December 31, 2013			
Description	Level 1	Level 2	Level 3	Total
American Funds Money Market Fund	$ 48,948	$ -	$ -	$ 48,948
Target Date Mutual Funds				
American Funds 2015 Target Date	33,211	-	-	33,211
American Funds 2020 Target Date	67,582	-	-	67,582
American Funds 2025 Target Date	161,151	-	-	161,151
American Funds 2030 Target Date	63,562	-	-	63,562
American Funds 2035 Target Date	47,752	-	-	47,752
American Funds 2040 Target Date	113,978	-	-	113,978
American Funds 2045 Target Date	99,924	-	-	99,924
American Funds 2050 Target Date	20,708	-	-	20,708
American Funds 2055 Target Date	1,272	-	-	1,272
International Mutual Funds				
SMALLCAP World Fund	56,288	-	-	56,288
EuroPacific Growth Fund	43,832	-	-	43,832
Capital Income Builder	17,680	-	-	17,680
Capital World Growth and Income	26,720	-	-	26,720
Large Growth Mutual Funds				
The Growth Fund of America	54,940	-	-	54,940
Fundamental Investors	714	-	-	714
The New Economy Fund	56,235	-	-	56,235
Bond Mutual Funds				
American High-Income Trust	355	-	-	355
The Bond Fund of America	650	-	-	650
Total investments	$ 915,502	$ -	$ -	$ 915,502

Note 3. Fair Value Measurements (Continued)

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

	Assets at Fair Value as of December 31, 2012			
Description	Level 1	Level 2	Level 3	Total
American Funds Money Market Fund	$ 2,679	$ -	$ -	$ 2,679
Target Date Mutual Funds				
American Funds 2015 Target Date	29,250	-	-	29,250
American Funds 2020 Target Date	52,829	-	-	52,829
American Funds 2025 Target Date	123,859	-	-	123,859
American Funds 2030 Target Date	47,354	-	-	47,354
American Funds 2035 Target Date	37,260	-	-	37,260
American Funds 2040 Target Date	85,143	-	-	85,143
American Funds 2045 Target Date	70,989	-	-	70,989
American Funds 2050 Target Date	16,921	-	-	16,921
American Funds 2055 Target Date	833	-	-	833
International Mutual Funds				
SMALLCAP World Fund	40,765	-	-	40,765
EuroPacific Growth Fund	34,815	-	-	34,815
Capital Income Builder	13,924	-	-	13,924
Capital World Growth and Income	22,608	-	-	22,608
Large Growth Mutual Funds				
The Growth Fund of America	38,385	-	-	38,385
Fundamental Investors	164	-	-	164
The New Economy Fund	38,419	-	-	38,419
Bond Mutual Funds				
American High-Income Trust	163	-	-	163
The Bond Fund of America	29,511	-	-	29,511
Total investments	$ 685,871	$ -	$ -	$ 685,871

Note 4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, foreign currency, market and credit risks.

Interest rate risk refers to the impact of interest rate changes on the Plan's financial position. Interest rate changes directly impact the fair value of fixed income securities held in the Plan. Interest rate changes will also have an indirect impact on the other investments held by the Plan.

Foreign currency risk is the risk that the value of a foreign currency denominated asset or liability will fluctuate due to changes in foreign exchange rates.

Market risk is the risk that the market value of an investment will fluctuate as a result of changes in market price.

Note 4. Risks and Uncertainties (Continued)

Credit risk arises from the potential for an issuer or other counterparty to default on its contractual obligations to the Plan. Investments are recorded at fair value. This represents the maximum credit risk exposure of the Plan.

Note 5. Related-Party Transactions

Plan investments are managed by an affiliate of American Funds Retirement Resources, the custodian of the Plan. Therefore, investment transactions within the Plan qualify as party-in-interest transactions.

Note 6. Income Tax Status And Plan Amendments

The Plan follows a prototype standardized profit-sharing and safe harbor plan sponsored by ASC Institute, LLC. The prototype plan received an opinion letter, dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's appropriate form. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

GAAP require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more-likely-than-not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor 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 would become 100% vested in their accounts.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	**$ 927,829**	$ 679,160
Differences in:		
Investments	**(12,327)**	(3,702)
Notes receivable from participants	**12,327**	3,702
Net assets available for benefits per the Form 5500	**$ 927,829**	$ 679,160

Smith Mountain Industries, Inc. 401(k) Plan

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

Employer Identification Number: 01-0581784
Plan Number: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Number of Shares	(d) Cost**	(e) Current Fair Value
*	American Funds Retirement Resources	Money Market Fund	-		$ 48,948
*	American Funds Retirement Resources	The Growth Fund of America	1,286.039		54,940
*	American Funds Retirement Resources	Fundamental Investors Fund	13.753		714
*	American Funds Retirement Resources	The New Economy Fund	1,481.810		56,235
*	American Funds Retirement Resources	Capital Income Builder	302.008		17,680
*	American Funds Retirement Resources	EuroPacific Growth Fund	909.759		43,832
*	American Funds Retirement Resources	Capital World Growth and Income	590.757		26,720
*	American Funds Retirement Resources	SMALLCAP World Fund	1,153.206		56,288
*	American Funds Retirement Resources	American Funds 2015 Target Date	3,089.416		33,211
*	American Funds Retirement Resources	American Funds 2020 Target Date	602.360		67,582
*	American Funds Retirement Resources	American Funds 2025 Target Date	13,542.134		161,151
*	American Funds Retirement Resources	American Funds 2030 Target Date	5,142.585		63,562
*	American Funds Retirement Resources	American Funds 2035 Target Date	3,860.267		47,752
*	American Funds Retirement Resources	American Funds 2040 Target Date	9,089.167		113,978
*	American Funds Retirement Resources	American Funds 2045 Target Date	7,962.048		99,924
*	American Funds Retirement Resources	American Funds 2050 Target Date	1,682.200		20,708
*	American Funds Retirement Resources	American Funds 2055 Target Date	84.495		1,272
*	American Funds Retirement Resources	American High-Income Trust	31.258		355
*	American Funds Retirement Resources	The Bond Fund of America	52.401		650
*	Notes Receivable from Participants, Interest rates are 4.50%				12,327
					$ 927,829

*American Funds Retirement Resources is the custodian of Plan assets and therefore represents a party-in-interest.
**All investments are participant directed; therefore, cost information has not been presented.