

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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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 BARSON COMPOSITE CORPORATION 401(K) PLAN	1b Three-digit plan number (PN) ▶	003	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BARSON COMPOSITES CORPORATION 160 SWEETHOLLOW ROAD OLD BETHPAGE, NY 11804	1c Effective date of plan 01/01/1993	2b Employer Identification Number (EIN) 11-2323832	2c Sponsor's telephone number 713-466-9655
		2d Business code (see instructions) 332810	

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.	10/14/2014	DANA BARNARD
	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 HITEMCO DIV OF BARSON COMPOSITES CORPORATION 160 SWEETHOLLOWROAD OLD BETHPAGE, NY 11804		3b Administrator's EIN 11-2323832
		3c Administrator's telephone number 713-466-9655
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	176
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	143
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	3
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	69
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 2G 2J 2K 2F 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) ☒ 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) ☐ <u>0</u> 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 BARSON COMPOSITE CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BARSON COMPOSITES CORPORATION	D Employer Identification Number (EIN) 11-2323832	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB BANK
42-1558009

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

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

ABG PORTFOLIO STRATEGIES, INC.

38-3462761

(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?
16 26 27 38 50 51	ADVISOR	8692	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ALLIANCE BENEFIT GROUP OF MI, INC.

38-2738460

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 37 38 50	TPA	8470	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ROBERT J. ECKHARDT & CO, PC

11-2509820

(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?
10	AUDITOR	7500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <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>BARSON COMPOSITE CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARSON COMPOSITES CORPORATION</u>	D Employer Identification Number (EIN) <u>11-2323832</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	6651	9462
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)	1011	473
	(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)	222894	185261
	(9) Value of interest in common/collective trusts	1c(9)	771818	706478
	(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)	3173648	4083461
	(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	4176022	4985135

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4176022	4985135
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	355915	
(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)		355915

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)	11434	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11434

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		703220
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1070569

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	232961	
(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)		232961
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)	28495	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28495
j Total expenses. Add all expense amounts in column (b) and enter total	2j		261456

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		809113
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: ROBERT J ECKHARDT & CO, PC

(2) EIN: 11-2509820

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.			

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

<div>A Name of plan BARSON COMPOSITE CORPORATION 401(K) PLAN</div>	<div>B Three-digit plan number (PN) ►</div>	<div>003</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 BARSON COMPOSITES CORPORATION</div>	<div>D Employer Identification Number (EIN) 11-2323832</div>	

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

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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: 0.0% 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): _____

BARSON COMPOSITE CORPORATION
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

ROBERT J. ECKHARDT & CO., P.C.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

SUITE 4 SOUTH 14 • ONE HUNTINGTON QUADRANGLE • MELVILLE, NY 11747
(631) 420-8100 • FAX (631) 420-8795 • EMAIL advisors@rjecpa.com

ROBERT J. ECKHARDT, CPA
LAURA A. POLICANO, CPA
JUDI L. WALTERS, CPA

INDEPENDENT AUDITORS' REPORT

To The Trustees
Barson Composite Corporation
401(k) Plan
Old Bethpage, New York

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Charles Schwab Bank, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets as of December 31, 2013 and 2012, 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.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Robert J. Eckhardt & Co., P.C.

Melville, New York
September 30, 2014

BARSON COMPOSITE CORPORATION

401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Cash and cash equivalents	\$ 9,462	\$ 6,651
Participants' contributions receivable	473	1,010
Notes receivable from participants	185,261	222,894
Investments, at fair value	4,789,939	3,945,467
	<hr/>	<hr/>
TOTAL ASSETS	4,985,135	4,176,022
	<hr/>	<hr/>
NET ASSETS AVAILABLE FOR BENEFITS	\$ 4,985,135	\$ 4,176,022
	<hr/> <hr/>	<hr/> <hr/>

SEE NOTES TO FINANCIAL STATEMENTS

BARSON COMPOSITE CORPORATION

401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS

Contributions from participants	\$ 355,915
Net appreciation in fair value of investments	575,467
Interest from participant loans	11,434
Dividend income	125,678
Miscellaneous	2,075
	<hr/>
Total additions to net assets	1,070,569
	<hr/>

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	232,961
Investment advisory, management and accounting fees	28,495
	<hr/>
Total deductions from net assets	261,456
	<hr/>

Net increase	809,113
--------------	---------

NET ASSETS AVAILABLE FOR BENEFITS - beginning of year	4,176,022
	<hr/>

NET ASSETS AVAILABLE FOR BENEFITS - end of year	\$ 4,985,135
	<hr/> <hr/>

SEE NOTES TO FINANCIAL STATEMENTS

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(1) PLAN DESCRIPTION:

The following description of the Barson Composite Corporation (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General -

The Plan is a defined contribution plan qualified under section 401(a) of the Internal Revenue Code (the Code) and is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility -

Employees of the Company and any successor which shall maintain the Plan; and any predecessor which has maintained the Plan are generally eligible to participate in the Plan. Participation begins after 90 days of service for purposes of salary deferrals and after-tax voluntary contributions. Employees are eligible to participate for purposes of Company contributions upon completion of one year of service provided they worked at least 1,000 hours during such plan year. The minimum age of plan participants is eighteen. Participants who do not have at least 1,000 hours of service during the Plan year or are not employed on the last working day of the Plan year are generally not eligible for an allocation of Company contributions, if any, for such year.

Payment of Benefits -

Distributions from the Plan are not permitted before the age of 59 ½ except in the event of death, disability, termination of employment, or reasons of proven financial hardship. The normal retirement age is 65.

Termination -

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon termination of the Plan, all amounts credited to the participants' accounts would become 100% vested. Upon termination of the Plan, the trustees of the Plan would pay all liabilities and expenses of the Plan.

Employee Contributions -

An eligible employee may elect to defer up to 100% of their compensation each year. Beginning July 1, 2012, the plan now permits an eligible employee to make Roth elective deferrals. The total deferral in any taxable year may not exceed the dollar limit which is set by law. In addition, employees who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(1) PLAN DESCRIPTION: (continued)

Employer Contributions – (continued)

The Company can contribute a discretionary matching contribution equal to a percentage of the amount of the salary reduction elected by the employees, which percentage is determined annually by the Company. In addition, the Company can make a special discretionary contribution equal to a percentage of compensation for all non-highly compensated participants. There were no employer contributions for the year ended December 31, 2013.

Allocation of Contributions -

Employee deferrals are allocated to their individual participant accounts. Employer discretionary contributions are allocated to eligible participants based on a ratio of their compensation to the total compensation of all participants eligible to share in the discretionary contribution.

Participant Accounts -

Participants direct the investment of their contributions into various investment options offered by the Plan. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings (losses), 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.

Vesting -

If a participant's employment with the Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Company. Participants vest 20% per year beginning with the completion of two years of service, as follows:

Years of Service	Vesting
Less than 2	-0-
2	20%
3	40%
4	60%
5	80%
6	100%

Regardless of this vesting schedule, a participant is always 100% vested in their deferred salary contributions, after-tax voluntary contributions and rollover contributions contributed to the Plan.

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(1) PLAN DESCRIPTION: (continued)

Forfeitures -

Forfeitures are created when participants terminate employment before becoming fully vested in their account balance under the Plan. These forfeited amounts will be used to pay administrative expenses of the Plan or to reduce the employer's contributions to the Plan. There were no forfeitures for the year ended December 31, 2013.

Notes Receivable from Participants -

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by 50% of the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator, ranging from 5.25% to 10.25%. Principal and interest are paid ratably through payroll deductions.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting -

The financial statements have been prepared on the accrual basis of accounting.

Cash and Cash Equivalents -

Cash and cash equivalents consist primarily of cash in banks and highly liquid investments that have maturities of three months or less when purchased. The carrying amount approximates fair value due to the short-term maturity of these investments.

Participants' Contributions Receivable -

Contributions receivable from participants are stated at the amounts that the Plan expects to realize from employee contributions withheld but not yet deposited into the Plan.

Notes Receivable from Participants -

Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Payments of Benefits -

Benefits are recorded when paid.

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.

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

Operating Expenses -

Operating expenses in connection with the Plan may be paid by the Plan or paid by the Company. Operating expenses consist of investment advisory, management and accounting fees. The Plan paid \$28,495 and the Company paid \$7,355 for the year ended December 31, 2013.

Use of Estimates -

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Fair Value of Financial Instruments -

Fair value of financial instruments requires the Plan to disclose the estimated fair values of its financial instruments. Fair values generally represent estimates of amounts at which a financial instrument could be exchanged between willing parties in a current transaction other than in a forced liquidation. The carrying amount of receivables is approximated at fair value and investments are carried at quoted market prices.

Fair value estimates are subjective and are dependent on a number of significant assumptions based on the judgment of the Plan's administrator regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. In addition, this allows a wide range of valuation techniques, therefore comparisons between entities, however similar, may be difficult.

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Concentration of Credit Risk -

The Plan's financial instruments that are exposed to concentration of credit risk consist primarily of cash and cash equivalents, and investments.

The Plan places its cash and cash equivalents with high credit quality financial institutions, which, at times, may exceed insured limits. There was no cash subject to risk at December 31, 2013 and 2012.

The Plan investments are participant directed. Although the market value of investments is subject to fluctuations on a year-to-year basis, management believes the investment policy is prudent for the long-term welfare of the Plan and its participants.

Subsequent Events -

The Plan adopted ASC 855, "Subsequent Events" and has evaluated events and transactions that occurred through September 30, 2014, which is the financial statement issuance date, for possible disclosure and recognition in the financial statements.

(3) TAX STATUS:

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended 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.

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

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(4) ADMINISTRATION OF PLAN ASSETS:

The Plan's assets are held by the custodian of the Plan. The Plan's administrator keeps the records for the Plan and is responsible for the administration of the Plan. The administrator has discretionary authority to construe the terms of the Plan and make determinations on questions which may affect the eligibility for benefits.

(5) INVESTMENT CERTIFICATION:

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Charles Schwab Trust Company, the custodian of the Plan has certified the completeness and accuracy of all investments and related investment activity in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedules of assets (held at end of year) as of December 31, 2013 and 2012.

(6) INVESTMENTS AND INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN OF THE PLAN:

The information certified by the custodian includes investment assets, transactions, income, and the schedule of investments.

The following table presents the fair value of investments as of December 31, 2013 and 2012. Investments are stated at fair value based on quoted market prices in an active market. As permitted in DOL limited scope audits, we did not perform any auditing procedures with respect to the information as of December 31, 2013 and 2012 and for the years then ended regarding investments and investment income.

Investments that are identified with an asterisk represent 5% or more of the Plan's net assets available for benefits at December 31 2013 and 2012.

	2013	2012
American Funds AMCAP	\$ 448,560*	\$ 348,586*
American Funds Europacific Growth	116,821	111,562
Artisan Midcap	61,610	44,930
C&S Realty Income	89,754	57,059
Columbia Mid Cap Index	14,873	7,354
DFA US Large Cap Value	145,733	110,802
DFA US Small Cap Value	76,175	57,391
Goldman Sachs Mid-Cap Value	110,549	67,608

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(6) INVESTMENTS AND INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN OF THE PLAN: (continued)

	2013	2012
Highmark NYSE ARCA Tech 100	0	151,632
MFS Int'l New Discovery	96,631	90,715
NW Ziegler NYSE ARCA Tech 100 Index	209,801	0
Morley Stable Value	706,478*	676,108*
Oppenheimer Developing Markets	175,164	159,150
Pimco High Yield Fund Inst'l Class	136,476	122,196
Pimco Real Return	81,127	74,229
Pimco Total Return	402,748*	375,635*
Prudential Global Real Estate	28,484	39,982
Schwab Managed Trust 2010	0	17,573
Schwab Managed Trust 2020	0	17,785
Schwab Managed Trust 2030	0	12,098
Schwab Managed Trust 2040	0	42,751
Schwab Managed Trust 2050	0	5,503
Schwab S&P 500 Index	752,886*	489,346*
Schwab Small Cap Index	30,179	27,178
Templeton Global Bond	157,069	137,713
Van Eck Global Hard Assets	86,335	174,801
Vanguard Life Strategy Mod. Growth	217,261	197,081
Vanguard Life Strategy Growth	186,759	151,017
Vanguard Small Cap Growth	249,789*	177,682
Vanguard Target Retirement 2015	24,005	0
Vanguard Target Retirement 2025	94,293	0
Vanguard Target Retirement 2035	25,644	0
Vanguard Target Retirement 2045	59,251	0
Vanguard Target Retirement 2055	5,484	0
Total Investments at Fair Value	\$ 4,789,939 =====	\$ 3,945,467 =====

(7) FAIR VALUE MEASUREMENT:

FASB's *Accounting Standards Codification*, (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(7) FAIR VALUE MEASUREMENT: (continued)

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 (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability, or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

The 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.

Mutual funds - Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common collective trust - Valued at the unit value of the trust. Unit prices of the trust are based on the market value of the underlying assets. The trust investments primarily are comprised of the Morley Stable Value Fund.

Fair value of assets measured on a recurring basis at December 31, 2013 and 2012 are as follows:

	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
Mutual Funds:				
Index funds	\$ 797,938	\$ 797,938	\$ 0	\$ 0
Balanced funds	404,020	404,020	0	0
Growth funds	1,388,552	1,388,552	0	0
Fixed income funds	388,616	388,616	0	0

BARSON COMPOSITE CORPORATION

401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

(7) FAIR VALUE MEASUREMENT: (continued)

	Fair Value	Level 1	Level 2	Level 3
December 31, 2013				
International growth funds	777,420	777,420	0	0
Real estate funds	118,238	118,238	0	0
	<hr/>	<hr/>	<hr/>	<hr/>
Total mutual funds	3,874,784	3,874,784	0	0
Collective investment trusts	915,155	259,433	654,136	1,586
	<hr/>	<hr/>	<hr/>	<hr/>
Total assets at fair value	\$ 4,789,939 =====	\$ 4,134,217 =====	\$ 654,136 =====	\$ 1,586 =====
	Fair Value	Level 1	Level 2	Level 3
December 31, 2012				
Mutual Funds:				
Index funds	\$ 675,510	\$ 675,510	\$ 0	\$ 0
Balanced funds	348,098	348,098	0	0
Growth funds	981,800	981,800	0	0
Fixed income funds	361,427	361,427	0	0
International growth funds	709,773	709,773	0	0
Real estate funds	97,041	97,041	0	0
	<hr/>	<hr/>	<hr/>	<hr/>
Total mutual funds	3,173,649	3,173,649	0	0
Collective investment trusts	771,818	54,776	717,042	0
	<hr/>	<hr/>	<hr/>	<hr/>
Total assets at fair value	\$ 3,945,467 =====	\$ 3,228,425 =====	\$ 717,042 =====	\$ 0 =====

All assets have been valued using a market approach. There were no changes in the valuation techniques during the current year.

(8) PARTY-IN-INTEREST TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Charles Schwab Trust Company, which is the custodian as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL INFORMATION

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

Barson Composite Corporation 401(k) Plan
Plan #003
11-2323832
Plan Year Ended 12/31/13

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost **	Current Value	Value
* Charles Schwab Trust Company	American Funds AMCAP	\$		448,560
* Charles Schwab Trust Company	American Funds Europacific Growth			116,821
* Charles Schwab Trust Company	Artisan Midcap			61,610
* Charles Schwab Trust Company	C&S Realty Income			89,754
* Charles Schwab Trust Company	Columbia Mid Cap Index			14,873
* Charles Schwab Trust Company	DFA US Large Cap Value			145,733
* Charles Schwab Trust Company	DFA US Small Cap Value			76,175
* Charles Schwab Trust Company	Goldman Sachs Mid-Cap Value			110,549
* Charles Schwab Trust Company	MFS Int'l New Discovery			96,631
* Charles Schwab Trust Company	NW Ziegler NYSE ARCA Tech 100 Index			209,801
* Charles Schwab Trust Company	Morley Stable Value			706,478
* Charles Schwab Trust Company	Oppenheimer Developing Markets			175,164
* Charles Schwab Trust Company	PIMCO High Yield Fund Inst'l Class			136,476
* Charles Schwab Trust Company	PIMCO Real Return			81,127
* Charles Schwab Trust Company	PIMCO Total Return			402,748
* Charles Schwab Trust Company	Prudential Global Real Estate			28,484
* Charles Schwab Trust Company	Schwab S&P 500 Index			752,886
* Charles Schwab Trust Company	Schwab Small Cap Index			30,179
* Charles Schwab Trust Company	Templeton Global Bond			157,069
* Charles Schwab Trust Company	Van Eck Global Hard Assets			86,335
* Charles Schwab Trust Company	Vanguard Life Strategy Mod. Growth			217,261
* Charles Schwab Trust Company	Vanguard Life Strategy Growth			186,759
* Charles Schwab Trust Company	Vanguard Small Cap Growth			249,789
* Charles Schwab Trust Company	Vanguard Target Retirement 2015			24,005
* Charles Schwab Trust Company	Vanguard Target Retirement 2025			94,293
* Charles Schwab Trust Company	Vanguard Target Retirement 2035			25,644
* Charles Schwab Trust Company	Vanguard Target Retirement 2045			59,251
* Charles Schwab Trust Company	Vanguard Target Retirement 2055			5,484
Participant loans	Participants loans (int. rates 5.25%-10.25%)			185,261
	Cash and cash equivalents			9,462
* Party-in-interest to the Plan				\$ 4,984,662
** Omitted for participant directed plans				

SEE INDEPENDENT AUDITORS' REPORT

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

Barson Composite Corporation 401(k) Plan
Plan #003
11-2323832
Plan Year Ended 12/31/12

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost **	Current	Value
* Charles Schwab Trust Company	American Funds AMCAP	\$	348,586	
* Charles Schwab Trust Company	American Funds Europacific Growth		111,562	
* Charles Schwab Trust Company	Artisan Midcap		44,930	
* Charles Schwab Trust Company	C&S Realty Income		57,059	
* Charles Schwab Trust Company	Columbia Mid Cap Index		7,354	
* Charles Schwab Trust Company	DFA US Large Cap Value		110,802	
* Charles Schwab Trust Company	DFA US Small Cap Value		57,391	
* Charles Schwab Trust Company	Goldman Sachs Mid-Cap Value		67,608	
* Charles Schwab Trust Company	Highmark NYSE ARCA Tech 100		151,632	
* Charles Schwab Trust Company	MFS Int'l New Discovery		90,715	
* Charles Schwab Trust Company	Morley Stable Value		676,108	
* Charles Schwab Trust Company	Oppenheimer Developing Markets		159,150	
* Charles Schwab Trust Company	PIMCO High Yield Fund Inst'l Class		122,196	
* Charles Schwab Trust Company	PIMCO Real Return		74,229	
* Charles Schwab Trust Company	PIMCO Total Return		375,635	
* Charles Schwab Trust Company	Prudential Global Real Estate		39,982	
* Charles Schwab Trust Company	Schwab Managed Trust 2010		17,573	
* Charles Schwab Trust Company	Schwab Managed Trust 2020		17,785	
* Charles Schwab Trust Company	Schwab Managed Trust 2030		12,098	
* Charles Schwab Trust Company	Schwab Managed Trust 2040		42,751	
* Charles Schwab Trust Company	Schwab Managed Trust 2050		5,503	
* Charles Schwab Trust Company	Schwab S&P 500 Index		489,346	
* Charles Schwab Trust Company	Schwab Small Cap Index		27,178	
* Charles Schwab Trust Company	Templeton Global Bond		137,713	
* Charles Schwab Trust Company	Van Eck Global Hard Assets		174,801	
* Charles Schwab Trust Company	Vanguard Life Strategy Mod. Growth		197,081	
* Charles Schwab Trust Company	Vanguard Life Strategy Growth		151,017	
* Charles Schwab Trust Company	Vanguard Small Cap Growth		177,682	
Participant loans	Participants loans (int. rates 5.25%-10.25%)		222,894	
	Cash and cash equivalents		6,651	
* Party-in-interest to the Plan			\$	4,175,012
** Omitted for participant directed plans				

SEE INDEPENDENT AUDITORS' REPORT

Schedule H Attachment

Line 4i

Barson Composite Corporation 401(k) Plan

Plan #003

11-2323832

Plan Year Ended 12/31/2013

(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, par or maturity value	(d) Cost	(e) Current
Charles Schwab Trust Company	AMERICAN FUNDS AMCAP	Cumulative Contributions	448,560
Charles Schwab Trust Company	AMERICAN FUNDS EUROPACIFIC GROWTH	Cumulative Contributions	116,821
Charles Schwab Trust Company	ARTISAN MIDCAP	Cumulative Contributions	61,610
Charles Schwab Trust Company	C&S REALTY INCOME	Cumulative Contributions	89,755
Charles Schwab Trust Company	COLUMBIA MID CAP INDEX	Cumulative Contributions	14,873
Charles Schwab Trust Company	DFA US LARGE CAP VALUE	Cumulative Contributions	145,733
Charles Schwab Trust Company	DFA US SMALL CAP VALUE	Cumulative Contributions	76,175
Charles Schwab Trust Company	GOLDMAN SACHS MID-CAP VALUE	Cumulative Contributions	110,549
Charles Schwab Trust Company	HIGHMARK NYSE ARCA TECH 100	Cumulative Contributions	0
Charles Schwab Trust Company	MFS INTL NEW DISCOVERY	Cumulative Contributions	96,631
Charles Schwab Trust Company	NW ZIEGLER NYSE ARCA TECH 100 INDX	Cumulative Contributions	209,801
Charles Schwab Trust Company	MORLEY STABLE VALUE	Cumulative Contributions	706,478
Charles Schwab Trust Company	OPPENHEIMER DEVELOPING MARKETS	Cumulative Contributions	175,164
Charles Schwab Trust Company	PIMCO HIGH-YIELD FUND INSTL CLASS	Cumulative Contributions	136,476
Charles Schwab Trust Company	PIMCO REAL RETURN	Cumulative Contributions	81,127
Charles Schwab Trust Company	PIMCO TOTAL RETURN	Cumulative Contributions	402,748
Charles Schwab Trust Company	PRUDENTIAL GLOBAL REAL ESTATE	Cumulative Contributions	28,484
Charles Schwab Trust Company	SCHWAB MANAGED TRUST 2010	Cumulative Contributions	0
Charles Schwab Trust Company	SCHWAB MANAGED TRUST 2020	Cumulative Contributions	0
Charles Schwab Trust Company	SCHWAB MANAGED TRUST 2030	Cumulative Contributions	0
Charles Schwab Trust Company	SCHWAB MANAGED TRUST 2040	Cumulative Contributions	0
Charles Schwab Trust Company	SCHWAB MANAGED TRUST 2050	Cumulative Contributions	0
Charles Schwab Trust Company	SCHWAB S&P 500 INDEX	Cumulative Contributions	752,886
Charles Schwab Trust Company	SCHWAB SMALL CAP INDEX	Cumulative Contributions	30,179
Charles Schwab Trust Company	TEMPLETON GLOBAL BOND	Cumulative Contributions	157,069
Charles Schwab Trust Company	VAN ECK GLOBAL HARD ASSETS	Cumulative Contributions	86,335
Charles Schwab Trust Company	VANGUARD LIFE STRAT MOD GROWTH	Cumulative Contributions	217,261
Charles Schwab Trust Company	VANGUARD LIFE STRATEGY GROWTH	Cumulative Contributions	186,760
Charles Schwab Trust Company	VANGUARD SMALL CAP GROWTH	Cumulative Contributions	249,789
Charles Schwab Trust Company	VANGUARD TARGET RETIREMENT 2015	Cumulative Contributions	24,005
Charles Schwab Trust Company	VANGUARD TARGET RETIREMENT 2025	Cumulative Contributions	94,293
Charles Schwab Trust Company	VANGUARD TARGET RETIREMENT 2035	Cumulative Contributions	25,644
Charles Schwab Trust Company	VANGUARD TARGET RETIREMENT 2045	Cumulative Contributions	59,251
Charles Schwab Trust Company	VANGUARD TARGET RETIREMENT 2055	Cumulative Contributions	5,484
	PARTICIPANTS LOANS		185,261
	CASH		9,462

Ties to Line 1l, Schedule H

4,984,663

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

Barson Composite Corporation 401(k) Plan
Plan #003
11-2323832
Plan Year Ended 12/31/13

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost **	Current Value	Value
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*	Charles Schwab Trust Company	American Funds Europacific Growth		116,821
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*	Charles Schwab Trust Company	DFA US Large Cap Value		145,733
*	Charles Schwab Trust Company	DFA US Small Cap Value		76,175
*	Charles Schwab Trust Company	Goldman Sachs Mid-Cap Value		110,549
*	Charles Schwab Trust Company	MFS Int'l New Discovery		96,631
*	Charles Schwab Trust Company	NW Ziegler NYSE ARCA Tech 100 Index		209,801
*	Charles Schwab Trust Company	Morley Stable Value		706,478
*	Charles Schwab Trust Company	Oppenheimer Developing Markets		175,164
*	Charles Schwab Trust Company	PIMCO High Yield Fund Inst'l Class		136,476
*	Charles Schwab Trust Company	PIMCO Real Return		81,127
*	Charles Schwab Trust Company	PIMCO Total Return		402,748
*	Charles Schwab Trust Company	Prudential Global Real Estate		28,484
*	Charles Schwab Trust Company	Schwab S&P 500 Index		752,886
*	Charles Schwab Trust Company	Schwab Small Cap Index		30,179
*	Charles Schwab Trust Company	Templeton Global Bond		157,069
*	Charles Schwab Trust Company	Van Eck Global Hard Assets		86,335
*	Charles Schwab Trust Company	Vanguard Life Strategy Mod. Growth		217,261
*	Charles Schwab Trust Company	Vanguard Life Strategy Growth		186,759
*	Charles Schwab Trust Company	Vanguard Small Cap Growth		249,789
*	Charles Schwab Trust Company	Vanguard Target Retirement 2015		24,005
*	Charles Schwab Trust Company	Vanguard Target Retirement 2025		94,293
*	Charles Schwab Trust Company	Vanguard Target Retirement 2035		25,644
*	Charles Schwab Trust Company	Vanguard Target Retirement 2045		59,251
*	Charles Schwab Trust Company	Vanguard Target Retirement 2055		5,484
	Participant loans	Participants loans (int. rates 5.25%-10.25%)		185,261
		Cash and cash equivalents		9,462
*	Party-in-interest to the Plan		\$	4,984,662
**	Omitted for participant directed plans			

SEE INDEPENDENT AUDITORS' REPORT