

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

Part II	Basic Plan Information—enter all requested information								
1a Name of plan <u>WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1954</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1954</u>					
1b Three-digit plan number (PN) ▶	<u>002</u>								
1c Effective date of plan <u>01/01/1954</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WARD LEONARD CT, LLC</u> <u>401 WATERTOWN ROAD</u> <u>THOMASTON, CT 06787</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>22-3735548</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>860-283-5801</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>335900</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-3735548</u>		2c Sponsor's telephone number <u>860-283-5801</u>		2d Business code (see instructions) <u>335900</u>			
2b Employer Identification Number (EIN) <u>22-3735548</u>									
2c Sponsor's telephone number <u>860-283-5801</u>									
2d Business code (see instructions) <u>335900</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	ROCCO FERRARO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	ROCCO FERRARO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>	
5 Total number of participants at the beginning of the plan year		5	116
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	2
b Retired or separated participants receiving benefits		6b	69
c Other retired or separated participants entitled to future benefits		6c	17
d Subtotal. Add lines 6a , 6b , and 6c		6d	88
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	14
f Total. Add lines 6d and 6e		6f	102
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
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: 1B 1I 3H			
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>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</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		
A Name of plan WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 WARD LEONARD CT, LLC	D Employer Identification Number (EIN) 22-3735548	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier FIRST ALLMERICA FINANCIAL LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1867050	69140	GA-90414-07	102	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

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

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

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

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	(c) Amount	(d) Purpose	

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	(c) Amount	(d) Purpose	

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)		
	7c(4)		
	7c(5)		

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	7e(2)		
	7e(3)		
	7e(4)		

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>WARD LEONARD CT, LLC</u>	D Employer Identification Number (EIN) <u>22-3735548</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information			
1	Enter the valuation date: Month _____ Day _____ Year _____		
2	Assets:		
	a Market value	2a	<u>1576886</u>
	b Actuarial value	2b	<u>1576886</u>
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a <u>92</u>	<u>1492504</u>
	b For terminated vested participants.....	3b <u>22</u>	<u>201503</u>
	c For active participants:		
	(1) Non-vested benefits	3c(1)	<u>0</u>
	(2) Vested benefits	3c(2)	<u>34651</u>
	(3) Total active.....	3c(3) <u>2</u>	<u>34651</u>
	d Total.....	3d <u>116</u>	<u>1728658</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	<u>6.07 %</u>
6	Target normal cost	6	<u>7000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/10/2014</u>
	Signature of actuary	Date
<u>BILL BECK</u>		<u>14-06566</u>
	Type or print name of actuary	Most recent enrollment number
<u>USI CONSULTING GROUP</u>		<u>860-633-5283</u>
	Firm name	Telephone number (including area code)
<u>95 GLASTONBURY BLVD</u> <u>SUITE 100</u> <u>GLASTONBURY, CT 06033</u>		
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	166900
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	166900
10 Interest on line 9 using prior year's actual return of <u>8.94</u> %		14921
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1049
b Interest on (a) using prior year's effective interest rate of <u>6.76</u> % except as otherwise provided (see instructions)		71
c Total available at beginning of current plan year to add to prefunding balance		1120
d Portion of (c) to be added to prefunding balance		1120
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	182941

Part III Funding Percentages		
14 Funding target attainment percentage	14	80.63 %
15 Adjusted funding target attainment percentage	15	80.63 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	20738				
08/13/2013	20738				
09/11/2013	54472				
04/09/2014	25622				
05/01/2014	132000				
			Totals ►	18(b)	253570
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	238458

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	7000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	334713	95486	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	102486	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	102486	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	238458	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	135972	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 WARD LEONARD CT, LLC	D Employer Identification Number (EIN) 22-3735548

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

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

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)

FIRST ALLMERICA FINANCIAL LIFE

04-1867050

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 15	NONE	6489	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 ☐

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

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

a Name: FREDERICA DANIELS	b EIN: 06-1053228
c Position: ENROLLED ACTUARY	
d Address: USI CONSULTING GROUP 95 GLASTONBURY BLVD - SUITE 102 GLASTONBURY, CT 06483	e Telephone: 860-633-5283

Explanation: DUE TO INTERNAL REASSIGNMENT OF THE PLAN

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<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 01/01/2013 and ending 12/31/2013

A Name of plan <u>WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>WARD LEONARD CT, LLC</u>	D Employer Identification Number (EIN) <u>22-3735548</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEP INV ACC B DIVERSIFIED BOND FUND

b Name of sponsor of entity listed in (a): FIRST ALLMERICA FINANCIAL LIFE INS

c EIN-PN <u>04-1867050-002</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>496</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEP INV ACC C MONEY MARKET FUND

b Name of sponsor of entity listed in (a): FIRST ALLMERICA FINANCIAL LIFE INS

c EIN-PN <u>04-1867050-003</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8196</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <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>WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WARD LEONARD CT, LLC</u>	D Employer Identification Number (EIN) <u>22-3735548</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	169940	187849
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	18000	157622
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		566
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)	0	
	(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)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	12883	8692
	(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)	1106738	1121578
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	269354	286935

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	1576915	1763242

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	1576915	1763242
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	253570	
(B) Participants	2a(1)(B)		
(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)		253570
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	37096	
(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)		37096
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	103142	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		103142

		(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)		
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		393808

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	200932	
(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)		200932
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)	6549	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6549
j Total expenses. Add all expense amounts in column (b) and enter total	2j		207481

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		186327
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: IMOWITZ KOENIG & CO. LLP

(2) EIN: 13-2963250

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	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		3000000
4e	X		3000000
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	
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?		X	
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?		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>WARD LEONARD CT, LLC UNION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WARD LEONARD CT, LLC</u>	D Employer Identification Number (EIN) <u>22-3735548</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1867050</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>2</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Imowitz Koenig & Co., LLP
Certified Public Accountants

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Financial Statements and Supplemental Schedules
For the Years Ended December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

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December 31, 2013 and 2012

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Independent Auditors' Report

To the Plan Administrator of
The Ward Leonard CT, LLC
Union Employees' Pension Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Ward Leonard CT, LLC Union Employees' Pension Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for plan benefits for the years then ended, 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.

Auditors' 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 of 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 Plan'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 Plan'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 financial status of the Plan as of December 31, 2013 and 2012, and the changes in its financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the 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 audit 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.



Certified Public Accountants

New York, New York
October 13, 2014

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

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

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
Investments at fair value:		
First Allmerica Financial Life Insurance Company		
Pooled separate accounts:		
Money market fund	\$ 8,692	\$ 12,883
Charles Schwab Institutional		
Cash and US Treasury money market funds	187,849	169,940
Bond funds	821,385	596,458
Equity funds	587,128	724,442
Exchange traded funds	<u>-</u>	<u>55,192</u>
Total investments	1,605,054	1,558,915
Receivables:		
Accrued interest	566	-
Employer contribution receivable	<u>157,622</u>	<u>18,000</u>
Total assets	<u>1,763,242</u>	<u>1,576,915</u>
<u>NET ASSETS AVAILABLE FOR PLAN BENEFITS</u>	<u>\$ 1,763,242</u>	<u>\$ 1,576,915</u>

See accompanying notes to financial statements.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>ADDITIONS</u>		
Investment income		
Net appreciation in fair value of investment	\$ 103,142	\$ 95,833
Dividends	<u>37,096</u>	<u>38,302</u>
Total investment income	140,238	134,135
Employer Contributions	<u>253,570</u>	<u>87,462</u>
<u>TOTAL ADDITIONS</u>	<u>393,808</u>	<u>221,597</u>
<u>DEDUCTIONS</u>		
Benefits paid to participants	200,932	204,381
Administrative fees	<u>6,549</u>	<u>6,477</u>
<u>TOTAL DEDUCTIONS</u>	<u>207,481</u>	<u>210,858</u>
<u>NET INCREASE</u>	186,327	10,739
<u>NET ASSETS AVAILABLE FOR PLAN BENEFITS -</u>		
<u>BEGINNING OF YEAR</u>	<u>1,576,915</u>	<u>1,566,176</u>
<u>END OF YEAR</u>	<u>\$ 1,763,242</u>	<u>\$ 1,576,915</u>

See accompanying notes to financial statements.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012

Note 1 – DESCRIPTION OF THE PLAN

The following summary of major plan provisions in effect for the Ward Leonard CT, LLC Union Employees' Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The Plan is a noncontributory defined benefit plan which covers all union employees of Ward Leonard CT, LLC (the "Employer") who were participants in the Plan on December 31, 2000. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

In 2000, the Plan was amended whereby no additional employees are eligible to become participants and no further benefits accrue after December 31, 2000.

On September 10, 2014 the Plan terminated with a resolution to fully fund and distribute the Plan assets as annuities or lump sum payouts for qualified vested individuals. See Note 6.

Nature of Business of Sponsor

The primary business of the Employer is the design, manufacture and sale of electrical control components and systems as well as A/C and D/C electric motors, generators and motor generator sets for the military and other domestic industrial commercial markets either directly or as a subcontractor.

Management of the Fund

Custodianship and discretionary authority for the management of the accounts of the Plan's participants and Plan investment activity are placed with First Allmerica Financial Life Insurance Company ("First Allmerica") and Charles Schwab Institutional ("Charles Schwab"), the custodians of the Plan.

Retirement Date

A participant's normal retirement date is the first day of the month coincident with or next following his/her 65th birthday. A participant may retire at an early retirement date and receive an actuarially reduced benefit provided he/she had then attained his/her 55th birthday and has completed at least ten years of credited service.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 1 – DESCRIPTION OF THE PLAN (Continued)

Normal Retirement Benefit

The monthly retirement benefit payable at the normal retirement date is equal to the sum of:

<u>Monthly Benefit per Year of Credited Service During Each Period Below</u>	<u>Production and Maintenance Unit Monthly Benefit</u>	<u>Professional, Technical and Salaried Unit Monthly Benefit</u>
Prior to 1/1/80	\$10.50	\$12.40
1/1/80 to 12/31/80	9.50	10.90
1/1/81 to 9/21/84	10.50	11.90
9/22/84 to 9/21/85	11.00	11.90
9/22/85 to 9/21/88	14.00	14.90
9/22/88 to 9/21/91	15.50	17.15
9/22/91 to 12/31/00	19.00	17.65

No further benefits accrue after December 31, 2000.

Death Benefits

Generally, a participant's beneficiary is entitled to a lump-sum cash benefit with credited interest equal to \$75.00 for each year of credited service completed after January 1, 1954 and prior to date of death. In addition, upon death of a vested married participant, the surviving spouse will usually receive 50 percent of the monthly benefit the participant would have received or was receiving payable under the 50 percent contingent annuitant option.

Funding Policy

Employer contributions to the Plan are determined actuarially, using the entry age normal actuarial cost method, based on a valuation made at the beginning of each plan year. Employer contributions amounted to \$253,570 and \$87,462 for the years ended December 31, 2013 and 2012, respectively. The Company's contributions for 2013 and 2012 met the minimum funding requirements of ERISA.

Vesting

Vesting is based upon years of continuous service. A participant is fully vested after five years of credited service.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales are recorded on the 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.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from these estimates.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Insurance carrier fees such as asset fees, participant fees for processing benefit payments and multi-account fees are paid by the Plan. All other administrative costs are paid by the Employer.

Reclassifications

Certain amounts from the prior year financial statements have been reclassified to conform to the current year presentation.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 3 – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service the employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by an independent consulting actuary. USI Consulting Group prepared the valuation at January 1, 2013 and January 1, 2014, respectively. This is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Accumulated plan benefits and changes in accumulated plan benefits as of and for the years ended January 1, 2014 and 2013 are as follows:

	<u>January 1,</u>	
	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 1,271,636	\$ 1,407,962
Participants entitled to deferred payment	158,401	187,915
Other participants	<u>34,338</u>	<u>31,936</u>
	<u>\$ 1,464,375</u>	<u>\$ 1,627,813</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 1,627,813	\$ 1,653,635
Increase (decrease) during the year attributable to:		
Increase for interest due to the decrease in the discount period	107,033	108,722
Benefits paid	(200,932)	(204,381)
Benefits accumulated gains/(losses)	(73,497)	66,793
Change in actuarial assumptions	<u>3,958</u>	<u>3,044</u>
Net decrease during the year	<u>(163,438)</u>	<u>(25,822)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 1,464,375</u>	<u>\$ 1,627,813</u>

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 3 – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The significant actuarial assumptions used in the valuation were:

Investment Return:

<u>Segment Rates</u>	
<u>Years</u>	<u>Percentage</u>
0 – 5	1.25%
6 – 20	4.06%
20+	5.08%

Mortality Basis: IRS 2013 Combined Static Mortality

Normal Retirement: Age 65

Actuarial cost method: Projected Unit Credit Method

The significant assumptions related to the Company's retirement plan are as follows:

Weighted-average assumptions:

Discount rate	4.00%
Expected return on plan assets	7.00%
Rate of compensation increase	N/A

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 4 – FAIR VALUE MEASUREMENTS

The fair value hierarchy 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 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.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 4 – FAIR VALUE MEASUREMENTS (Continued)

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset'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 used need to maximize the use of 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.

- *Pooled separate accounts:* Valued at estimated fair value as provided by First Allmerica Financial Life Insurance Company and Charles Schwab Institutional.
- *US Treasury money market funds, bond and equity funds and equity traded funds:* Valued at the net asset value (NAV) of shares held by the Plan at year end.

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 of certain financial instruments could result in a different fair value measurement at the reporting date.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 4 – 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 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ 8,692	\$ -	\$ -	\$ 8,692
Cash and US Treasury money market funds	187,849	-	-	187,849
Bond Funds	821,385	-	-	821,385
Mutual funds	587,128	-	-	587,128
	<u>\$ 1,605,054</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,605,054</u>

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$ 12,883	\$ -	\$ -	\$ 12,883
Cash and money market funds	169,940	-	-	169,940
Bond funds	596,458	-	-	596,458
Equity funds	724,442	-	-	724,442
Exchange traded funds	55,192	-	-	55,192
	<u>\$ 1,558,915</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,558,915</u>

At December 31, 2013, the plan assets were invested in a portfolio consisting of bond funds (51%) mutual funds (36%) and cash and US Treasury money market funds (13%).

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statements of changes in net assets available for plan benefits.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 5 – INVESTMENTS

Investments representing greater than 5% of the Plan's net assets available for benefits at December 31, 2013 and 2012, are as follows:

<u>Charles Schwab</u>	<u>2013</u>	<u>2012</u>
Ishares Core Total ETF	\$ 286,935	\$ 214,935
Schwab U.S. Treasury Money Fund	186,963	169,814
Schwab S&P 500 Index Fund	174,812	206,208
Blackrock Strategic Income Fund	122,123	128,464
PIMCO Unconstrained Bond Fund	119,368	128,428
Vanguard Total Intl Stock Market Index Fund	113,946	136,421
PIMCO All Asset All Authority Class Inst Fund	110,783	-
Goldman Sachs Strategic	99,342	-
BBH Core Select Fund Class N	-	85,528
Polen Growth Fund Institutional Class	-	85,161

Note 6 – PLAN TERMINATION

The Board of Directors voted on August 12, 2014 to terminate the Plan with a final termination date of September 10, 2014. In connection with the distribution of Plan assets upon termination, the Plan is to provide active and terminated vested participants with the option to elect a lump sum retirement benefit payment in lieu of an annuity, as defined. Metropolitan Life Insurance Company has agreed to terms for a group annuity contract to provide benefits to the retirees and beneficiaries.

Participants should consult the Plan document or Retirement Plan Committee for more complete information relating to guarantees of benefits.

Note 7 – TAX DETERMINATION STATUS

In accordance with a letter from the Internal Revenue Service ("IRS") dated June 6, 1998, the Plan is exempt from Federal income taxes under the applicable sections of the Internal Revenue Code ("IRC"). In September 2013, the Plan has been restated in order to comply with legislative changes which have occurred over the last several years and to incorporate the discretionary amendments that have been adopted since the last restatement. There have been no changes to employee benefits as a result of these updates to incorporate legislative changes. The revised plan filing forms were submitted to the IRS on September 27, 2013 with a request for a favorable determination letter and approved on December 9, 2013. The Plan's trustees believe the Plan is designed and is currently being operated in compliance with the applicable provision of the IRC. The following is the major tax jurisdiction for the Plan and the earliest tax year subject to examination: United States 2010.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012
(Continued)

Note 8 – RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 9 – RELATED PARTY TRANSACTIONS

Certain investments are with Allmerica Financial and Charles Schwab Institutional, the custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Administrative fees paid by the Plan for investment management services, processing benefit transactions and record keeping services amounted to \$6,549 and \$6,477 for the years ended December 31, 2013 and 2012, respectively.

Note 10 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 13, 2014, the date the financial statements were available to be issued and determined, apart from the disclosures herein, no other disclosure is required.

SUPPLEMENTAL SCHEDULES

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Form 5500, Schedule H Part IV Line 4(i)
Schedule of Assets Held for Investment Purposes at Year End
December 31, 2013
(Plan Number 002)
(EIN 22-3735548)

(a)*	(b)	Identity of Issue, Borrower, Lessor, or Similar Party	(c)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d)	Cost	(e)	Current Value
				<u>Money Market Funds</u>				
*	First Allmerica Financial Life Insurance Company	Van VIF Money Market		Money Market Fund 2,284.213609 Units	\$	8,196	\$	8,196
		Van Total Bond Market Index		26.100461 Units		496		496
*	Charles Schwab Institutional	Schwab U.S. Treasury Money Fund		Money Market Funds (Sweep) 186,962.4900 Units		186,963		186,963 ♦
		Cash		Cash		886		886
								<u>\$ 196,541</u>
				<u>Bond Funds</u>				
*	Charles Schwab Institutional	Blackrock Strategic Income Fund		12,019.9550 Units	\$	121,311	\$	122,123 ♦
		Driehaus Active Income Fund		5,539.1290 Units		60,051		59,656
		Eaton Vance Global Macro Absolute Return I		6,302.9070 Units		63,180		59,373
		Goldman Sachs Strategic Income Fund Inst.		9,319.0960 Units		97,841		99,342 ♦
		Ivy Muni High Income Fund I		7,353.9120 Units		38,433		35,814
		PIMCO Unconstrained Bond Fund		10,763.6020 Units		125,475		119,368 ♦
		Wells Fargo Advantage Strategic High Yield Bond		4,688.4610 Units		38,908		38,774
		Ishares Core Total ETF		2,696.0000 Units		296,164		286,935 ♦
								<u>\$ 821,385</u>
				<u>Equity Funds</u>				
*	Charles Schwab Institutional	BBH Core Select Fund Class N		2,946.2870 Units	\$	45,352	\$	63,050
		Hamlin High Div Equity Fund		3,212.7620 Units		51,741		62,874
		PIMCO All Asset All Authority Class Inst Fund		11,190.2270 Units		117,491		110,783 ♦
		Schwab S&P 500 Index Fund		6,059.3500 Units		113,072		174,812 ♦
		Vanguard Total Intl Stock Market Index Fund		6,802.7430 Units		97,389		113,946 ♦
		Yacktman Focused Inst Fund		2,451.7940 Units		51,305		61,663
								<u>\$ 587,128</u>

♦ Investments representing 5% or more of net assets available for benefits as of December 31, 2013

* Party-in-interest as defined by ERISA

See accompanying independent auditors' report.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Form 5500, Schedule H Part IV Line 4(j)
Schedule of Reportable Transactions
For the Year Ended December 31, 2013
(Plan Number 002)
(EIN 22-3735548)

(a)*	Identity of Party Involved	(b)	Description of Asset (including interest rate and maturity in case of loan)	Purchase Price	(c)	Selling Price	(d)	Cost of Asset	(e)	Current Value of Asset on		Net Gain (i) or (Loss)
										Transaction Date	(h)	
*	Charles Schwab Institutional	Polen Growth Fund Institutional	(6,331,6830 Units)	-		89,758		72,270		89,758		17,488
*	Charles Schwab Institutional	Schwab U.S. Treasury Money Fund	(124,757 Units)	124,757		-		124,757		124,757		-

* Party-in-interest as defined by ERISA

See accompanying independent auditors' report.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Form 5500, Schedule H Part IV Line 4(i)
Schedule of Assets Held for Investment Purposes at Year End
December 31, 2013
(Plan Number 002)
(EIN 22-3735548)

(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
		<u>Money Market Funds</u>		
*	First Allmerica Financial Life Insurance Company	Money Market Fund		
	Van VIF Money Market	2,284.213609 Units	\$ 8,196	\$ 8,196
	Van Total Bond Market Index	26.100461 Units	496	496
*	Charles Schwab Institutional	Money Market Funds (Sweep)		
	Schwab U.S. Treasury Money Fund	186,962.4900 Units	186,963	186,963 ♦
	Cash	Cash	886	886
				<u>\$ 196,541</u>
		<u>Bond Funds</u>		
*	Charles Schwab Institutional			
	Blackrock Strategic Income Fund	12,019.9550 Units	\$ 121,311	\$ 122,123 ♦
	Driehaus Active Income Fund	5,539.1290 Units	60,051	59,656
	Eaton Vance Global Macro Absolute Return I	6,302.9070 Units	63,180	59,373
	Goldman Sachs Strategic Income Fund Inst.	9,319.0960 Units	97,841	99,342 ♦
	Ivy Muni High Income Fund I	7,353.9120 Units	38,433	35,814
	PIMCO Unconstrained Bond Fund	10,763.6020 Units	125,475	119,368 ♦
	Wells Fargo Advantage Strategic High Yield Bond	4,688.4610 Units	38,908	38,774
	Ishares Core Total ETF	2,696.0000 Units	296,164	286,935 ♦
				<u>\$ 821,385</u>
		<u>Equity Funds</u>		
*	Charles Schwab Institutional			
	BBH Core Select Fund Class N	2,946.2870 Units	\$ 45,352	\$ 63,050
	Hamlin High Div Equity Fund	3,212.7620 Units	51,741	62,874
	PIMCO All Asset All Authority Class Inst Fund	11,190.2270 Units	117,491	110,783 ♦
	Schwab S&P 500 Index Fund	6,059.3500 Units	113,072	174,812 ♦
	Vanguard Total Intl Stock Market Index Fund	6,802.7430 Units	97,389	113,946 ♦
	Yacktman Focused Inst Fund	2,451.7940 Units	51,305	61,663
				<u>\$ 587,128</u>

♦ Investments representing 5% or more of net assets available for benefits as of December 31, 2013

* Party-in-interest as defined by ERISA

See accompanying independent auditors' report.

WARD LEONARD CT, LLC
UNION EMPLOYEES' PENSION PLAN

Form 5500, Schedule H Part IV Line 4(j)
Schedule of Reportable Transactions
For the Year Ended December 31, 2013
(Plan Number 002)
(EIN 22-3735548)

(a)*	Identity of Party Involved	(b)	Description of Asset (including interest rate and maturity in case of loan)	(c)	Purchase Price	(d)	Selling Price	(g)	Cost of Asset	(h)	Current Value of Asset on Transaction Date	(i)	Net Gain or (Loss)
*	Charles Schwab Institutional		Polen Growth Fund Institutional (6,331.6830 Units)		-		89,758		72,270		89,758		17,488
*	Charles Schwab Institutional		Schwab U.S. Treasury Money Fund (124,757 Units)		124,757		-		124,757		124,757		-

* Party-in-interest as defined by ERISA

See accompanying independent auditors' report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

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

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Ward Leonard CT, LLC Union Employees' Pension Plan	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Ward Leonard CT, LLC	D Employer Identification Number (EIN) 22-3735548
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>				
2 Assets:				
a Market value	2a	1,576,886		
b Actuarial value	2b	1,576,886		
3 Funding target/participant count breakdown:				
a For retired participants and beneficiaries receiving payment	3a	92	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b	22		
c For active participants:				
(1) Non-vested benefits	3c(1)			0
(2) Vested benefits	3c(2)			34,651
(3) Total active	3c(3)	2		34,651
d Total	3d	116		1,728,658
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐				
a Funding target disregarding prescribed at-risk assumptions	4a			
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b			
5 Effective interest rate	5	6.07 %		
6 Target normal cost	6	7,000		

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

10/10/2014

Date

Bill Beck

Type or print name of actuary

14-06566

Most recent enrollment number

USI Consulting Group

Firm name

(860) 633-5283

Telephone number (including area code)

95 Glastonbury Blvd
Suite 100
Glastonbury

CT 06033

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	7,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	334,713	95,486	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	102,486	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	102,486	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	238,458	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	135,972	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			

EIN/PN:22-3735548/002 Schedule SB, Line 22 - Description of Average Retirement Age

**WARD LEONARD CO., INC
UNION EMPLOYEES PENSION PLAN
EIN/PN: 22-3735548/002**

SCHEDULE SB, LINE 22-DESCRIPTION OF AVERAGE WEIGHTED RETIREMENT AGE

1/1/2013 VALUATION

The Weighted average retirement age is equal to the normal retirement age of 65.

**WARD LEONARD ELECTRIC COMPANY INC.
UNION EMPLOYEES' PENSION PLAN**

SUMMARY OF PLAN PROVISIONS

Effective Date January 1, 1954

Plan Year Beginning January 1, 2013

Eligibility

Requirements One Year of Service with a minimum of 1,000 hours worked.
Entry Dates As of January 1, 2001, the Plan was frozen to new entrants.
Eligible Class All employees covered by the Basic Agreement.

Credited Service

All service was frozen effective 12/31/2000. Prior to the freeze date:

Credited Service (Years)	Completed Hours of Service in a Plan Year	
1	1,800	or more
0.9	1,620	- 1,799
0.8	1,440	- 1,619
0.7	1,260	- 1,439
0.6	1,080	- 1,259
0.5	900	- 1,079
0.4	720	- 899
0.3	540	- 719
0.2	360	- 539
0.1	180	359
0		Under 179

Normal Retirement Date

First day of the month coinciding with or next following attainment of age 65.

Normal Retirement Benefit

<u>Monthly Benefit Per Year of Credited Service:</u>	<u>Monthly Benefit:</u>
For Production and Maintenance Unit	
Prior to 1/1/1980	\$10.50
On or after 1/1/1980 but before 1/1/1981	\$9.50
On or after 1/1/1981 but before 9/22/1984	\$10.50
On or after 9/22/1984 but before 9/22/1985	\$11.00
On or after 9/22/1985 but before 9/22/1988	\$14.00
On or after 9/22/1988 but before 9/22/1991	\$15.50
On or after 9/22/1991 but before 12/31/2000	\$19.00

**WARD LEONARD ELECTRIC COMPANY INC.
UNION EMPLOYEES' PENSION PLAN**

SUMMARY OF PLAN PROVISIONS

(continued)

Normal Retirement Benefit (continued)

For Professional, Technical and Salaried Unit

	Prior to 1/1/1980	\$12.40
	On or after 1/1/1980 but before 1/1/1981	\$10.90
	On or after 1/1/1981 but before 9/22/1985	\$11.90
	On or after 9/22/1985 but before 9/22/1988	\$14.90
	On or after 9/22/1988 but before 9/22/1991	\$17.15
	On or after 9/22/1991 but before 12/31/2000	\$17.65
Maximum Benefit	\$135,000 for 2000 as adjusted per IRC Sec. 415 for retirement age other than social security retirement age and annuity form (\$205,000 for 2013).	
Normal Form of Benefit	Single life annuity.	
Optional Forms of Benefit	50%, 66 2/3%, 75% and 100% Joint and Survivor Annuity, 10-, 15-, 20-Year Certain and Life Annuity, Social Security Adjustment Option, and small benefit lump sums (under \$5,000).	
Actuarial Equivalence	1983 GAM Male table with projection scale H and mortality rates based on calendar year of birth of 1930, with a 4-year setback for participants and beneficiaries, and 7.00% interest rate.	
Accrued Benefit	Normal Retirement Benefit based on Credited Service to-date, or December 31, 2000, if earlier.	
Vested Benefit	100% of Normal Retirement Benefit after attaining 5 Years of Credited Service.	

Early Retirement

Eligibility	Age 55 and 10 Years of Credited Service.
Benefit	Accrued Benefit, reduced by 1/4% per month by which Early Retirement Date precedes Normal Retirement Date, or unreduced if participant attained age 60 and completed 30 years of Credited Service as of his Early Retirement Date.

Disability Retirement

Eligibility	Age 55 and 15 Years of Credited Service for Professional, Technical and Salaried Unit, otherwise 15 Years.
Benefit	Accrued Benefit as of Disability Retirement Date, reduced by 2/10% per month by which Disability Retirement Date precedes Normal Retirement Date.

WARD LEONARD ELECTRIC COMPANY INC.UNION EMPLOYEES' PENSION PLAN

Age and Service Distribution as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 and up	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		0		0		0		0		0		0		0		0		0	
30 to 34	0		0		0		0		0		0		0		0		0		0	
35 to 39	0		0		0		0		0		0		0		0		0		0	
40 to 44	0		0		0		0		0		0		0		0		0		0	
45 to 49	0		0		0		0		0		0		0		0		0		0	
50 to 54	0		0		0		0		0		0		0		0		0		0	
55 to 59	0		0		0		0		0		0		1		0		0		0	
60 to 64	0		0		0		0		0		0		0		0		0		0	
65 to 69	0		0		0		0		0		0		1		0		0		0	
70 & up	0		0		0		0		0		0		0		0		0		0	

**WARD LEONARD ELECTRIC COMPANY INC.
UNION EMPLOYEES' PENSION PLAN**

DEVELOPMENT OF SHORTFALL AMORTIZATION CHARGE AS OF 1/1/2013

(A) 1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%

(B) Funding Target 1,728,658

(C) Adjusted Plan Assets

(1) Actuarial Assets	1,576,886
(2) Funding Standard Carryover Balance	0
(3) Prefunding Balance (PFB)	182,941
(4) Adjusted Assets: (1) - (2) - (3), not less than 0	1,393,945

(D) Funding Shortfall: (B) - (C)(4), not less than 0 334,713

(E) Current Shortfall Amortization Installments

(1) <u>Year Established</u>	(2) <u>Installment Amount</u>	(3) <u>Years Remaining</u>	(4) <u>Present Value</u>
2009	84,994	3	243,167
2010	(21,321)	4	(79,449)
2011	14,884	5	67,736
2012	(2,605)	6	(13,788)
Total	75,952		217,666

(F) Exemption from New Shortfall Amortization Base

The plan is exempt from a new shortfall amortization base if the assets, adjusted by the prefunding balance (if used to reduce the minimum required contribution) are greater than or equal to the funding target.

(1) Shortfall Funding Target Percentage	100.00%
(2) Shortfall Funding Target: (B) x (1)	1,728,658
(3) The PFB, if used to reduce the minimum required contribution, otherwise 0	0

Your plan is not exempt from a new shortfall amortization base.

(G) Shortfall Amortization Base

(1) Adjusted Funding Shortfall: (F)(2) - (C)(4), not less than 0	334,713
(2) New Current Year Base: (G)(1) - (E)(4)(Total), or 0 if exempt	117,047
(3) Effective Interest Rate	6.07%
(4) Seven-Year Installment Amount	19,534

(H) Shortfall Amortization Charge: (E)(2)(Total) + (G)(4), not less than 0 95,486

SUMMARY OF ACTUARIAL METHODS AND ASSUMPTIONS

In accordance with the Pension Protection Act of 2006 (PPA), the annual cost is equal to the target normal cost plus the shortfall amortization charge minus any prefunding and carryover balances.

ACTUARIAL ASSUMPTIONS

Mortality (as mandated by PPA 2006)

Non-disabled – IRS 2013 Static Mortality

Disabled – IRS 2013 Static Mortality

Interest Rate (as mandated by PPA 2006 and modified by Map-21)

Adjusted 24-month Segment Rates Using 25- Year Average Segment Rate Corridors
(85%/115%) Under MAP-21 for Plan Year Beginning in 2013:

Segment 1 (0 to 5 years)	4.94%
Segment 2 (6 to 20 years)	6.15%
Segment 3 (20+ years)	6.76%

MAP-21 Elections – The plan sponsor has elected to apply the relief for IRC §430 (funding purposes) and apply retroactively for IRC §436 purposes.

**WARD LEONARD ELECTRIC COMPANY INC.
UNION EMPLOYEES' PENSION PLAN**

**SUMMARY OF ACTUARIAL METHODS AND ASSUMPTIONS
(continued)**

ACTUARIAL ASSUMPTIONS (continued)

Additional Assumptions

Credit Balances – Excess contributions for the 2012 plan year in the amount of \$1,120 were elected to be added to the prefunding balance.

The voluntary reduction of the funding standard carryover balance was \$0.

The voluntary reduction of the funding prefunding balance was \$0.

Retirement age – 65

Cost of Living Increase – 0.00%

Expense Load – \$7,000

Social Security wage base increases – 0.00% per annum

Lump Sums – 0% of the population are assumed to take a lump sum

Withdrawal rates – None

Disability rates – None

Pre-retirement Decrement Rates

	<u>Mortality</u>	
<u>Age</u>	<u>Male</u>	<u>Female</u>
20	0.020%	0.012%
25	0.028%	0.014%
30	0.039%	0.020%
35	0.067%	0.035%
40	0.086%	0.046%
45	0.106%	0.072%
50	0.140%	0.107%
55	0.224%	0.221%
60	0.470%	0.450%

ASSET VALUATION

Current market value of plan assets as reported by the trustee, plus accrued contributions.