

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> 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>ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/1998</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROCKINGHAM ELECTRICAL SUPPLY CO., INC.</u> <u>437 SHATTUCK WAY</u> <u>NEWINGTON, NH 03801</u>	2b Employer Identification Number (EIN) <u>02-0234368</u> 2c Sponsor's telephone number <u>603-436-7731</u> 2d Business code (see instructions) <u>423600</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.	10/15/2014	JAMES PENDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	JAMES PENDER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	109
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	83
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	23
d Subtotal. Add lines 6a , 6b , and 6c		6d	106
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	106
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	95
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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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 ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKINGHAM ELECTRICAL SUPPLY CO., INC.	D Employer Identification Number (EIN) 02-0234368

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

STANDARD INSURANCE COMPANY

(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
93-0242990	69019	804290	106	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).

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

STANDARD INSURANCE COMPANY
312 ELM STREET
CINCINNATI, OH 45202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0			3

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

BALDWIN & CLARKE ADVISORY SERVICES,
116B SOUTH RIVER ROAD
BEDFORD, NH 03110

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0			4

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 575333**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. **6d**

Specify nature of costs ▶

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**c** Additions: (1) Contributions deposited during the year **7c(1)** 9443(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 6856(4) Transferred from separate account **7c(4)** 578268(5) Other (specify below) **7c(5)** 239(6) Total additions **7c(6)** 594806**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 594806**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 17160(2) Administration charge made by carrier **7e(2)** 2178(3) Transferred to separate account **7e(3)** 135(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 19473**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 575333

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 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 <u>ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKINGHAM ELECTRICAL SUPPLY CO., INC.</u>	D Employer Identification Number (EIN) <u>02-0234368</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 19 50 60	RECORDKEEPER	26718	Yes ☒ No ☐	Yes ☐ No ☒		Yes ☐ No ☐

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

BALDWIN & CLARKE ADVISORY SERVICES

02-0390433

(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?
27 70	FINANCIAL ADVISOR	5491	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKINGHAM ELECTRICAL SUPPLY CO., INC.</u>	D Employer Identification Number (EIN) <u>02-0234368</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		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	78887	85780
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	4752	16539
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3532383	3881584
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		575333
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3616022	4559236

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		36991
k Total liabilities (add all amounts in lines 1g through 1j)	1k		36991

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3616022	452245
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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)	85780	
(B) Participants	2a(1)(B)	199854	
(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)		285634
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)	695	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		695
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		764734
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1051063

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	75640	
(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)		75640
f Corrective distributions (see instructions).....	2f		36991
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	32209	
(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)		32209
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		144840

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		906223
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: **BIGELOW & COMPANY**

(2) EIN: **02-0394333**

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		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust ROCKINGHAM ELECTRICAL SUPPLY CO., I	6b Trust's EIN 020496000
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ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NEWINGTON, NEW HAMPSHIRE

FINANCIAL STATEMENTS

DECEMBER 31, 2013

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Independent Auditors' Report

To the Trustees and Participants of
Rockingham Electrical Supply Co., Inc.
401(k) Profit Sharing Trust
Newington, New Hampshire

Report on Financial Statements

We were engaged to audit the accompanying statements of the Rockingham Electrical Supply Co., Inc. 401(k) Profit Sharing Trust, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the custodian as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 2 to the financial statements, the Plan elected to change its method of accounting to generally accepted accounting principles (U.S. GAAP) basis in 2013. Our opinion is not modified with respect to this matter.

Other Matter – Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – 2012 Financial Statements

The financial statements of the Plan, as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Reliance Trust Company, the custodian of the Plan. Their report, dated October 1, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements, other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



BIGELOW & COMPANY
Certified Public Accountants, P.C.

October 14, 2014
Portsmouth, NH

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at Fair Value	<u>\$ 4,456,917</u>	<u>\$ 3,532,383</u>
Total Investments	<u>4,456,917</u>	<u>3,532,383</u>
Receivables:		
Employer match	85,780	78,887
Participant loans	<u>16,539</u>	<u>4,752</u>
Total Receivables	<u>102,319</u>	<u>83,639</u>
Total Assets	<u>4,559,236</u>	<u>3,616,022</u>
Liabilities:		
Corrective distributions	<u>36,991</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 4,522,245</u>	<u>\$ 3,616,022</u>

The accompanying notes are an integral part of the financial statements

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

Additions To Net Assets Attributed To:	
Investment Activity:	
Net appreciation in fair value of investments	<u>\$ 764,734</u>
Interest income on notes receivable from participants	<u>695</u>
Contributions:	
Participants	199,854
Employer match	<u>85,780</u>
	<u>285,634</u>
Total Additions	<u>1,051,063</u>
Deductions From Net Assets Attributed To:	
Benefits paid	75,640
Corrective distributions	36,991
Administrative expenses	<u>32,209</u>
Total Deductions	<u>144,840</u>
Net Increase	<u>906,223</u>
Net Assets Available for Benefits:	
Beginning of year	<u>3,616,022</u>
End of Year	<u><u>\$ 4,522,245</u></u>

The accompanying notes are an integral part of the financial statements

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF PLAN

The following description of Rockingham Electrical Supply Co., Inc. 401(k) Profit Sharing Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreements for more complete information.

General

The Plan is a defined contribution plan that covers substantially all employees who meet eligibility requirements of Rockingham Electrical Supply Co., Inc. (the Company). The Plan has three major components: an employee salary deferral component under Section 401(k) of the Internal Revenue Code (IRC), a discretionary employer matching contribution, and a discretionary employer profit sharing contribution. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Salary Reduction Provision

Under the provisions of the Plan, an eligible employee may elect a reduction in eligible salary up to the maximum percentage allowable not to exceed the limits of IRC Sections 401(k), 402(g), 404, and 415. An employee is eligible to participate in the Plan provided they have reached 21 years of age and have completed one year of service. Upon meeting eligibility requirements, participants may begin making deferrals on the first Plan entry date, January 1, or July 1. Any salary deferral contributions are maintained in a separate account for each participant and are invested in accordance with the investment strategy selected by each individual participant. The Plan also provides for catch-up contributions for participants over age 50 in accordance with IRC Section 414(r). All amounts credited to an employee's elective deferral account are 100% vested and non-forfeitable at all times.

Discretionary Employer Matching Contributions

The Company may elect to make a discretionary matching contribution on behalf of eligible participants. Contributions are maintained in a separate Company Matching Contribution account for each participant and are invested in accordance with the investment strategy selected by each individual participant. All amounts credited to a Company Matching Contribution account vest over a six year period. The Company has elected to make a matching contribution of 100% of up to 3% of participant contributions for all employed participants at the end of the Plan year. Matching contributions will be funded by March 15th, after the Plan year end.

Discretionary Employer Profit Sharing Contributions

The Company may also elect to make a discretionary profit sharing contribution on behalf of eligible participants. To be eligible to receive a profit sharing contribution, a participant must be employed as of the last day of the Plan year and must have completed 1,000 hours of service during the Plan year. The contribution will be allocated to eligible employees proportionately based upon the ratio of each employee's compensation for the Plan year to the total compensation for the Plan year. Any contributions are maintained in a separate Company Profit Sharing Contribution account for each participant and are invested in accordance with the investment strategy selected by each individual participant. All amounts credited to a Company Profit Sharing Contribution account vest over a six year period. The Company did not make a profit sharing contribution for the year ended December 31, 2013.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF PLAN (CONTINUED)

Rollovers

The Plan allows for direct rollovers from other qualified plans. The rollover amounts must be transferred to the Plan within sixty days of the participant's receipt of the funds from the participant's former plan. Any rollovers are maintained in a separate account for each participant and are invested in accordance with the investment strategy selected by each individual participant. All amounts credited to an employee's rollover account are 100% vested and non-forfeitable at all times.

Participant Accounts

Each participant account is credited with the Company contributions, participant's contributions pursuant to a pay deferral agreement, and Plan earnings, and may be charged with an allocation of administrative expenses depending upon the participant's choice of investment mechanism. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All contributions made to these accounts are directed by the participant into the investments offered by the administrator and the allocations between investments can be changed at will.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting on the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after six years of credited service based on the following schedule. A year of service for vesting purposes is any Plan year in which a participant works at least 1,000 hours. Participants with less than six years of service shall have a vested non-forfeitable interest in that portion of their account consisting of the Company matching and profit sharing contributions in accordance with the following schedule:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 2 years	0%
2 years but less than 3	20%
3 years but less than 4	40%
4 years but less than 5	60%
5 years but less than 6	80%
6 years	100%

Payment of Benefits

Upon termination of service, a participant has the right to receive all of the fully vested funds in their account. Participants with a balance of \$1,000 or greater have the right to keep their retirement account in the Plan or elect to have the benefits paid by the purchase of an annuity. Participants may request to have the distribution paid in a lump sum. All participants with a vested account balance of less than \$1,000 will automatically receive the value in a lump sum distribution. Participants may take an in-service distribution after attaining age 59½.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

1. DESCRIPTION OF PLAN (CONTINUED)

Forfeitures

If a participant is distributed their entire vested portion or incurs five consecutive one-year breaks in service, the participant shall forfeit amounts that were in excess of their vested interest. Any forfeitable amounts are held by the Plan in a special account and shall be used to reduce Company contributions. If a terminated employee returns to service with the Company, previously forfeited amounts will be returned to their account by the Company provided the participant repays any amount previously distributed to the Plan within five years of reemployment. Forfeited non-vested accounts totaled \$7,808 and \$6,685 at December 31, 2013 and 2012, respectively. The Company did not use any of the forfeitures during 2013 and 2012 to reduce employer contributions.

Participant Loans

Participants may borrow from their accounts up to the lesser of \$50,000 or 50% of their vested account balance or a minimum of \$1,000. The loans are secured by the balance in the participant's account and bear interest at a commercially reasonable rate for the geographical area, currently 5.25%. Interest rates are adjustable by the Plan administrator. Principal and interest are paid back ratably through payroll deductions. The maximum loan period is five years, unless it is for the purchase of a primary residence, in which the loan period may be longer.

Expenses and Plan Costs

At the election of the Company, some of the costs of administering the Plan may be paid by the Company. If the Company does not elect to pay the administrative expenses, the expenses may be paid by the Plan. Administrative expenses totaling \$32,209 were paid by the Plan during 2013.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are recorded at fair market value based on quoted market prices on the last day of the Plan year as certified by the custodian, and, accordingly, the investment income includes unrealized gains and losses on investments held as of that date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. The change in the difference between the current value and the cost of investments is reflected in the statement of changes in net assets available for benefits and is included in the net appreciation in the fair value of the investments.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits

Distributions to participants are recorded when paid. Corrective distributions are recorded as a payable.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. Management considers all loans to participants to be fully collectible; accordingly, no allowance for doubtful accounts is required.

Use of Estimates

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

Change in Method of Accounting

In previous years, the Plan prepared its financial statements using the modified cash basis of accounting, which were substantially the same as the accounting principles used by generally accepted accounting principles (U.S. GAAP).

In 2013, the Plan adopted U.S. GAAP as its basis of accounting. Since there were no substantive differences between the modified cash basis and U.S. GAAP basis in 2012, no restatement of the previously issued financial statements was necessary to convert them to U.S. GAAP.

3. INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN OF PLAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian of the Plan (Reliance Trust Co.) has certified to the completeness and accuracy of the investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits at December 31, 2013 and 2012, the related investment activity and interest from participant loans reflected on the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the schedule of assets (held at year end) at December 31, 2013.

4. GUARANTEED INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan's guaranteed investment contract is considered fully benefit-responsive in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 962, *Plan Accounting – Defined Contribution Pension Plans*, as determined by The Standard Insurance Company. It is recorded at fair value, which approximates contract value, as certified by The Standard Insurance Company. Fair value represents contributions made under the contract, plus interest at a specified rate determined by the custodian. Funds are deposited quarterly by The Standard Insurance Company into the Company's general account. The fund credits interest on a quarterly basis.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

4. GUARANTEED INVESTMENT CONTRACT WITH INSURANCE COMPANY (CONTINUED)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The interest rate is established each quarter. The guaranteed rate at December 31, 2013 and 2012 was 1.21%. The actual yield for 2013 was 2.58%. The balance was \$575,333 at December 31, 2013.

5. INVESTMENTS

Each Plan's share of a mutual fund account is determined on a participation unit basis. The Plan's account provides a cumulative record of the number of participation units credited to the account and the number of units allocated or withdrawn from the account. The balance of participation units credited to the account multiplied by the current participation unit value equals the fair market value of the overall fund's assets held on behalf of the policyholder at any given time. The participation unit value is adjusted every business day to reflect the investment results of the separate account. Participants may change their investment options daily.

The following presents investments, at fair value, that represented 5% or more of the Plan's net assets at December 31:

	<u>2013</u>	<u>2012</u>
Pimco Total Return Fund	\$ 264,078	\$ 309,530
Vanguard 500 Index Fund Investor	433,350	316,767
The Standard Stable Asset A	575,333	*
Vanguard Small Cap Index Signal Fund	248,110	*
Mainspring Managed Fund	1,392,973	1,458,696
Ridgeworth Large Cap Value Equity Fund I	328,070	239,126
Mainstay Large Cap Growth Fund I	468,372	342,015

*Investment did not exceed 5% of net assets available for Plan benefits.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

6. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the 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 following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2013:

Mutual Funds – Valued at the net asset value of shares held by the Plan at year end.

Common Trust Funds – Valued by the issuer of the funds based on the market value of its underlying investments using quoted market prices on active markets.

Guaranteed Investment Contract – Valued by the issuer at the contract value, which approximates fair value. Contract value represents contributions made plus interest credited, less participant withdrawals and administrative expenses.

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

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

6. FAIR VALUE MEASUREMENTS (CONTINUED)

Investments are classified based upon the lowest level of input that is significant to the fair value measurement. The following table represents by level, within the fair value hierarchy, the Plan investment assets at fair value as of December 31, 2013 and 2012:

<u>December 31, 2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Fixed Income Funds	\$ 448,581	\$ -	\$ -	\$ 448,581
Large Cap:				
Growth Funds	468,372	-	-	468,372
Value Funds	328,070	-	-	328,070
Mid-Cap:				
Growth Funds	35,339	-	-	35,339
Value Funds	101,665	-	-	101,665
Small Cap:				
Growth Funds	195,576	-	-	195,576
Index Funds	248,111	-	-	248,111
Index Funds	448,188	-	-	448,188
Growth Funds	175,036	-	-	175,036
Blended Funds	39,673	-	-	39,673
Common Trust Funds	-	1,392,973	-	1,392,973
Guaranteed Investment Contract	-	-	575,333	575,333
	<u>\$ 2,488,611</u>	<u>\$ 1,392,973</u>	<u>\$ 575,333</u>	<u>\$ 4,456,917</u>
<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Fixed Income Funds	\$ 510,865	\$ -	\$ -	\$ 510,865
Large Cap:				
Growth Funds	342,015	-	-	342,015
Value Funds	239,126	-	-	239,126
Mid-Cap:				
Growth Funds	22,633	-	-	22,633
Value Funds	54,963	-	-	54,963
Small Cap:				
Growth Funds	148,125	-	-	148,125
Index Funds	178,930	-	-	178,930
Index Funds	325,138	-	-	325,138
Growth Funds	141,666	-	-	141,666
Blended Funds	28,423	-	-	28,423
Common Trust Funds	-	1,458,696	-	1,458,696
Money Market Funds	81,803	-	-	81,803
	<u>\$ 2,073,687</u>	<u>\$ 1,458,696</u>	<u>\$ -</u>	<u>\$ 3,532,383</u>

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

6. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31:

	<u>2013</u>	<u>2012</u>
Balance, beginning of year	\$ -	\$ -
Contributions	9,443	-
Disbursements	(17,160)	-
Transfer from trust	578,268	-
Transfer to trust	(135)	-
Interest income	6,856	-
Loan payments	239	-
Administrative charges	(2,178)	-
Balance, end of year	<u>\$ 575,333</u>	<u>\$ -</u>

The following table presents information about significant unobservable inputs related to the Plan's investment in Level 3 assets at December 31, 2013:

<u>Type</u>	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Significant Unobservable Inputs</u>	<u>Range</u>
Guaranteed Investment Contract	\$ 575,333	Contract value	Crediting rate	1.21%

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon Plan termination, participants would become 100 percent vested in their employer contributions.

8. CORRECTIVE DISTRIBUTIONS

Corrective distributions represent the distribution of certain assets to employees in order for the Plan to correct certain errors made by Plan administration. For the year ended December 31, 2013, corrective distributions amounted to \$36,991.

9. PARTY-IN-INTEREST TRANSACTIONS

Baldwin & Clarke Retirement Plan Services, Inc. and The Standard Insurance Company provide certain services to the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the administrative services amounted to \$32,209 at December 31, 2013.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

10. INCOME TAX STATUS

The Company has adopted a prototype document sponsored by Baldwin & Clarke Retirement Plan Services, Inc. This prototype document received an opinion letter dated March 31, 2008, stating that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan sponsor believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

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

11. 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 statement of net assets available for benefits.

12. SUBSEQUENT EVENTS

Subsequent events are events or transactions that occur after the Plan year end but before the financial statements are available to be issued. The Plan has evaluated these events through October 14, 2014.

ROCKINGHAM ELECTRICAL SUPPLY CO., INC.

02-0234368

ROCKINGHAM ELECTRICAL SUPPLY CO., INC. 401(K) PROFIT SHARING TRUST - PLAN NUMBER 001

FOR THE PLAN YEAR ENDED DECEMBER 31, 2013

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor, or similar party</u>	<u>(c) Description of investment (in shares)</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
*	Reliance Trust Co.	Mainspring Managed Fund	**	\$ 1,392,973
*	Reliance Trust Co.	The Standard Stable A Fund	**	575,333
*	Reliance Trust Co.	Mainstay Large Cap Growth Fund-I	**	468,372
*	Reliance Trust Co.	Vanguard 500 Index Signal Fund	**	433,350
*	Reliance Trust Co.	Ridgeworth Large Cap Value Equity Fund I	**	328,070
*	Reliance Trust Co.	Pimco Total Return Fund D	**	264,078
*	Reliance Trust Co.	Vanguard Small Cap Index Fund Signal	**	248,110
*	Reliance Trust Co.	American Beacon Stephens Small Cap Growth	**	195,576
*	Reliance Trust Co.	J.P. Morgan High Yield Bond Fund R5	**	184,504
*	Reliance Trust Co.	American EuroPacific Growth Fund R5	**	175,036
*	Reliance Trust Co.	Artisan Mid Cap Value Fund IV	**	101,665
*	Reliance Trust Co.	Mainstay Map Fund I	**	38,146
*	Reliance Trust Co.	T. Rowe Price Mid-Cap Growth Fund	**	35,339
*	Reliance Trust Co.	Vanguard Balanced Index Signal Fund	**	14,838
*	Reliance Trust Co.	Aston Fairpoint Mid Cap Fund N	**	1,527
				<hr/>
				4,456,917
*	Participant Loans	Interest at 5.25%		16,539
				<hr/>
				\$ 4,473,456

*Party-in-interest

**The cost of participant directed investments is not required to be disclosed.

[illegible]