

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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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	SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	1b Three-digit plan number (PN) ▶ <u>010</u> 1c Effective date of plan <u>01/01/1986</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN) <u>06-1356481</u> 2c Sponsor's telephone number <u>513-369-5000</u> 2d Business code (see instructions) <u>524290</u>	
GREAT AMERICAN FINANCIAL RESOURCES INC. GREAT AMERICAN TOWER 18S 301 E. FOURTH STREET CINCINNATI, OH 45202-4201		

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	MARK MUETHING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	MARK MUETHING
	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 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1748
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 6
b Retired or separated participants receiving benefits	6b 1199
c Other retired or separated participants entitled to future benefits	6c 393
d Subtotal. Add lines 6a , 6b , and 6c	6d 1598
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 60
f Total. Add lines 6d and 6e	6f 1658
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 3H 1I	
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) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)

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>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>06-1356481</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 <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>29706734</u>
b Actuarial value	2b <u>28290194</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1327</u> <u>22600427</u>
b For terminated vested participants.....	3b <u>413</u> <u>5563829</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>483992</u>
(3) Total active.....	3c(3) <u>6</u> <u>483992</u>
d Total.....	3d <u>1746</u> <u>28648248</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>6.37 %</u>
6 Target normal cost	6 <u>325000</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>10/14/2014</u>
	Signature of actuary	Date
<u>DONALD BUNGENSTOCK</u>	Type or print name of actuary	<u>14-05702</u>
		Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>	Firm name	<u>513-784-0005</u>
		Telephone number (including area code)
<u>720 E. PETE ROSE WAY</u> <u>SUITE 300</u> <u>CINCINNATI, OH 45202</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)	1896668	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1007364	0
9 Amount remaining (line 7 minus line 8)	889304	0
10 Interest on line 9 using prior year's actual return of <u>14.01</u> %	124591	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.71</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1013895	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.21 %
15 Adjusted funding target attainment percentage	15	95.21 %
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	95.61 %
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
Totals ►			18(b)	0	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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
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: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
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	325000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	1371949		457729
b Waiver amortization installment			
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	782729	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	800000	0	800000
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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 SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ▶ 010
C Plan sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481

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

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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)

BUCK CONSULTANTS, LLC

13-2655989

(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?
11	NONE	79935	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BONY

13-5160382

(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?
21	NONE	69992	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PNC INSTITUTIONAL INVESTORS

22-1146430

(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?
28	NONE	52802	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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.	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 SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ▶	010
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481	

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: COLLECTIVE SHORT TERM INVESTMENT

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

c EIN-PN 13-6154008-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1970382
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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):

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 G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	Financial Transaction Schedules This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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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 SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ► 010
C Plan sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
-------------------	--

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐	PSI NET INC.	11%, DUE 8/1/2009

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
500000	0	0	500000	500000	

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price		
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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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>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ►	<u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>06-1356481</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	383	139
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	71364	84399
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)	10115369	9602223
(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)	10617058	10772587
(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)	895796	1970382
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	8044044	7593365

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	29744014	30023095

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	37280	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	37280	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	29706734	30023095
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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)		
(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)		0
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)	486284	
(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)		486284
(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)	193547	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		193547
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	10125506	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	9142075	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		983431
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2445710	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2445710

		(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		
d Total income. Add all income amounts in column (b) and enter total	2d		4108972

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3489334	
(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)		3489334
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)	202729	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	100548	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		303277
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3792611

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		316361
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: CLARK, SCHAEFFER & HACKETT

(2) EIN: 31-0800053

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		500000

	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		25000000
4e	X		25000000
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	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2013 This Form is Open to Public Inspection.	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN				B Three-digit plan number (PN) ▶	010
C Plan sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.				D Employer Identification Number (EIN) 06-1356481	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-5160382					
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	17
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

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: 33.0% Investment-Grade Debt: 33.0% High-Yield Debt: _____% Real Estate: _____% Other: 34.0%

- 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): _____

INDEPENDENT AUDITORS' REPORT

To Trustees of
The Sprague Electric Company Retirement Income Guarantee Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Sprague Electric Company Retirement Income Guarantee Plan, which comprise the statements of net assets available for benefits and accumulated plan benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits and changes in accumulated plan benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 5, which was certified by The Bank of New York Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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cincinnati, oh 45202

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p. 513.241.3111
f. 513.241.1212

Disclaimer of Opinion

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

Other Matter

The supplemental schedules as of or for the year ended December 31, 2013, as listed in the table of contents, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
October 14, 2014

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

Schedule SB, line 26 - Schedule of Active Participant Data

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 & up	
Attained Age	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		0		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		1		2		0	
70 & up	0		0		0		0		0		0		0		0		0		0	

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481
ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF ACTUARIAL
ASSUMPTIONS

Prescribed Funding/PBGC Assumptions and Methods

Funding interest rates

Current Year:	Segment Rates with four-month lookback:	
	First Segment Rate	1.75%
	Second Segment Rate	4.62%
	Third Segment Rate	5.72%

In accordance with HATFA, the first, second and third Segment Rates are **5.23%**, **6.51%** and **7.16%**, respectively, for minimum funding and benefit restrictions but not maximum tax-deductible purposes.

Effective Interest Rate	6.37%
(Based on HATFA rates)	

Prior Year:	Segment Rates with four-month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates were constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%**, **6.85%** and **7.52%**, respectively, for minimum funding and benefit restrictions but not maximum contribution purposes.

Effective Interest Rate	6.71%
(Based on MAP-21 rates)	

PBGC variable premium

Same as for funding without MAP-21 constraints.

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative expenses to be paid from plan assets during the year.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481
ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF ACTUARIAL ASSUMPTIONS

Appendix A: Actuarial Assumptions and Methods (continued)

Non-Prescribed Funding Assumptions and Methods

Salary increases

None.

Expenses

Expected plan administrative expenses of \$325,000 were added to the Target Normal Cost.

Frequency of optional payment forms

The assumed form of payment is life annuity.

Marital percentage

100% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Mortality table

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis.

Asset valuation method

The Valuation Assets are determined using a method that spreads asset gains/(losses) over 2 years. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

The expected return on plan assets is 7.00% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2012 measurement period:	7.52%
2011 measurement period:	6.57%

Summary of Changes from the January 1, 2012 Valuation

- The mortality assumption reflects an additional year of mortality improvement as required by PPA.
- The interest basis was updated to the current rates as specified in IRS Regulation 1.430(h)(2)-1. These rates are constrained in accordance with HATFA.

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 SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ▶</td> <td style="width:30%; text-align: center;">010</td> </tr> </table>	B Three-digit plan number (PN) ▶	010
B Three-digit plan number (PN) ▶	010		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481		
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>01</u> Day <u>01</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		29706734
b Actuarial value	2b		28290194
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1327	22600427
b For terminated vested participants	3b	413	5563829
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		483992
(3) Total active	3c(3)	6	483992
d Total	3d	1746	28648248
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		6.37%
6 Target normal cost	6		325000

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	<u>October 14, 2014</u> Date
DONALD BUNGENSTOCK Type or print name of actuary		1405702 Most recent enrollment number
BUCK CONSULTANTS, LLC Firm name		513-784-0005 Telephone number (including area code)
720 E. PETE ROSE WAY SUITE 300 CINCINNATI OH 45202 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

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1896668	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1007364	0
9 Amount remaining (line 7 minus line 8)	889304	0
10 Interest on line 9 using prior year's actual return of <u>14.01%</u>	124591	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.71%</u> except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	1013895	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.21%
15 Adjusted funding target attainment percentage	15	95.21%
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	95.61%
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
Totals ▶			18(b)	0	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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No	
c If 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
0	0	0
(4) 4th		
0		

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 62
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	325000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		1371949	457729
b Waiver amortization installment			
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	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	782729
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	800000	0	800000
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
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	

Sprague Electric Company Retirement Income Guarantee Plan

EIN: 06-1356481

Plan Number: 010

Schedule SB, Line 15 – Adjusted Funding Target Attainment Percentage

The plan sponsor elected to use HATFA assumptions for benefit restriction purposes for 2013. The Enrolled Actuary signed an AFTAP certification on 09/29/2013. The certification used MAP-21 first, second, and third segment rates of 4.94%, 6.15%, and 6.76%, respectively. It showed an AFTAP of 93.18%, based on:

Funding Target	\$	29,270,758
Actuarial Value of Assets	\$	28,290,194
Adjusted Funding Target	\$	29,270,758
Adjusted Actuarial Value of Assets	\$	27,276,299
Prefunding Balance	\$	-
Funding Standard Carryover Balance	\$	1,013,895

The 2013 AFTAP is 95.21% using the HATFA assumptions shown on line 21a and the Funding Target shown on line 3d.

As the change is immaterial, the plan sponsor has not requested and the enrolled actuary has not signed a 2013 AFTAP certification using segment rates constrained by HATFA.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

(SPRAGUE RIGP PLAN)

Effective Date	January 1, 1986.
Eligibility for Membership	All salaried employees hired before January 1, 1986.
Average Annual Compensation	The highest 60 consecutive month average of base, overtime and incentive compensation received in the 120 months preceding retirement. The Plan was amended during 1989 to provide that compensation and service credits used to calculate benefits were frozen as of December 31, 1993.
Normal Retirement	
Eligibility	Age 65. Employment may continue beyond age 65.
Basic Benefit	The annual normal retirement benefit (inclusive of benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840) is equal to: (i) 2% of average annual compensation per year of benefit service from the 1st to the 20th year plus (ii) 1% of such compensation per year of benefit service after the first 20 such years, not to exceed a maximum of 60% less (iii) 1-1/2% of participant's annual Social Security benefit per year of benefit service to a maximum 50% offset but not less than (iv) \$1,320 minimum annual benefit or any benefit that would have been payable under the plan provisions in effect as of January 1, 1986. (See "Grandfather Provisions.")

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

For any employee who works past age 65 his/her benefit determined as described above based on service and compensation at retirement date except that calculation under the "Grandfather provisions" are based on service and compensation at Normal Retirement Date increased to the extent that benefits payable under the Group Annuity Contract are increased.

The Basic Benefit calculated above is offset by benefits derived by the 5% Retirement Account plus the value of the Retirement Rollover with an assumed growth rate of 9% per year, or if applicable, the annuity provided by Equitable Life.

Early Retirement

Eligibility

Age 55 and 10 years of benefit service.

Benefit

Benefit determined as in a normal retirement allowance based on service and compensation at Early Retirement Date payable at Normal Retirement Date without reduction or payable at Early Retirement reduced by 1/4% for each month by which age at Early Retirement Date precedes age at Normal Retirement Date.

If benefits are paid in accordance with one of the "Grandfather provisions", benefits are not reduced by the Social Security offset until age 65 but such offset at age 65 is reduced for early retirement.

Vested Deferred Retirement

Eligibility

5 years of service.

Benefit

Deferred benefit payable in full at age 65 determined as normal retirement allowance based on applicable compensation as of employee's date of termination and service projected to normal retirement date and multiplied by the ratio of his benefit service as of the date of termination to projected benefit service at normal retirement date. The benefit is payable as a lump-sum immediately or as an annuity starting at early or normal retirement, reduced appropriately.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Disability Retirement

Eligibility	Upon total and permanent disablement so as to qualify for Long Term Disability Benefits.
Benefit	Benefit determined as a normal retirement allowance above based on the applicable compensation as of the date of disability and service projected to Normal Retirement Date. Benefit commences on the later of Normal Retirement Date and the date on which LTD payments cease.

Death Benefit

Eligibility	Death in active service after completing eligibility requirements for a deferred vested benefit or death of any vested retired or terminated member who dies prior to his/her benefit commencement.
Benefit	Benefit payable to eligible spouse is 50% of the benefit that would have been payable to the deceased employee, commencing on the later of his date of death and the 55th anniversary of his date of birth, as if he had separated service the day before his death and had elected a joint and 50% survivor form of benefit payment commencing immediately or at age 55, if later.

Grandfather Provisions

- A. If an employee was a Plan participant on July 1, 1981, his annual normal retirement benefit, payable on a 10 year certain and life basis (inclusive of any benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840), will not be less than:
- (i) 2% of the highest consecutive 5-year average annual base "compensation" per year of service from the 1st to the 10th year of service,

plus
 - (ii) 1% of such compensation per year of service from the 11th to the 30th year of service,

plus

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
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ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

- (iii) 1/2% of such compensation per year of service from the 31st to the 40th year of service,

less

- (iv) \$1,020 multiplied by a ratio, the numerator of which equals benefit service to June 30, 1976 and the denominator of which equals benefit service projected to Normal Retirement Date, plus 1-1/4% of the participant's annual Social Security benefit per year of benefit service after June 30, 1976,

but not less than

- (v) \$1,200 minimum annual benefit.

"Compensation" for purposes of these grandfather A provisions is base salary prior to Normal Retirement Date only; it excludes overtime and incentive compensation.

- B. If any employee was a Plan participant on July 1, 1976, his annual normal retirement benefit, payable on a 10 year certain and life basis (inclusive of any benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840), will not be less than:

- (i) 2% of the highest annual rate of base "compensation" on a July 1 at least 5 years and not more than 11 years prior to Normal Retirement Date per completed year of benefit service from the 1st to the 10th year,

plus

- (ii) 1% of such compensation per completed year of benefit service from the 11th to the 30th year,

plus

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(iii) 1/2% of such compensation per completed
year of benefit service from the 31st to the 40th year,

less

(iv) \$1,020 (Social Security offset),

but not less than

(v) \$720 minimum annual benefit.

"Compensation" for purposes of these grandfather B provisions excludes overtime and incentive compensation; service is calculated in completed years.

**Early Retirement Incentive
Program (ERIP)**

Effective Date

Eligible employees who retire between April 1, 1987 and April 30, 1987.

Eligibility

Age 55 and 10 years of benefit service as of April 1, 1987.

Benefits

Benefit determined as a normal or early retirement allowance based on including 3 additional years of benefit service and 3 less years of early retirement reduction.

In addition, a \$500 monthly supplement is payable to the member until age 65 (with a 12 month minimum). After the death of the member, the \$500 continues to be paid to the spouse until the member would have been age 65. In any event, at least 12 monthly payments will be made.

Normal Form of Benefit

Single

Life annuity.

Married

Reduced 50% joint and survivorship annuity.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
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ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Optional Forms of Benefit

- (1) Life annuity.
- (2) Joint and survivorship annuity with any multiple of 10% continuation.
- (3) Lump sum distribution.

Maximum Allowance

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions

Non-contributory.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

SUMMARY OF PLAN PROVISIONS
(BRANCH PLANTS PLAN)

Last Amended	January 1, 1988.
Eligibility for Membership	Date employee first completes an Hour of Service.
Normal Retirement Allowance	
Eligibility	Age 65. Employment may continue beyond age 65.
Benefits	The monthly benefit is equal to \$13.00 times the number of years of credited service, (maximum 30 years) to age 65.
Early Retirement Allowance	
Eligibility	Age 60 and 10 years of credited service.
Benefits	Benefit computed as a normal retirement allowance based on credited service to early retirement date reduced by .3% per month for each month that the date payments commence precedes age 65.
Late Retirement Allowance	
Eligibility	After age 70.
Benefit	Benefit computed as a normal retirement allowance based on credited service to retirement date.
Vested Termination Allowance	
Eligibility	5 years of vesting service.
Benefits	Benefit computed as a normal retirement allowance as of date of termination deferred to age 65. Any members with 10 years of credited service may elect to commence payment of his/her benefit anytime after age 60 reduced by .3% for each month that the date payments commence precedes age 65.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Maximum Allowance

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions

Non-contributory since September 2, 1974.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

SUMMARY OF PLAN PROVISIONS
(APU RIGP PLAN)

Last Amended: December 31, 1996 to freeze benefit accruals and incorporate the minimum distribution requirements of RPA '94.

Eligibility for Membership: All employees hired before January 1, 1986 are eligible upon the completion of one year of service.

Normal Retirement Allowance:

Eligibility Age 65. Employment may continue beyond age 65.

Benefit Benefit sum total of the following:

- (i) 2% of average final five year compensation for each of the first 20 years of credited service, plus
- (ii) 1% of average final five year compensation for each year of credited service in excess of 20 years; minus
- (iii) 1-1/2% of Social Security primary insurance amount for each year of credited service (not to be greater than 50%).

The above benefit is to be offset by benefits derived by the 5% retirement account in the Savings Plan and the benefit payable under the applicable Prior Plans.

For those participants whose pay is limited to \$150,000 (indexed), the allowance is the greater of the above and their accrued benefit determined as of December 31, 1993 plus a benefit using the above formula, based on service after 1993.

Effective December 31, 1996 benefit accruals under the plan were frozen.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
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ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early Retirement Allowance:

Eligibility	Age 55 and 5 years of vesting service.
Benefit	Monthly allowance determined as a normal retirement allowance based on credited service and average final five year compensation to date of retirement appropriately reduced by .25% for each month that payment commencement date precedes age 65.

Vested Termination Allowance:

Eligibility	<table><tr><td><u>Service</u></td><td><u>Vesting Percentage</u></td></tr><tr><td>3</td><td>20%</td></tr><tr><td>4</td><td>40%</td></tr><tr><td>5</td><td>60%</td></tr><tr><td>6</td><td>80%</td></tr><tr><td>7+</td><td>100%</td></tr></table>	<u>Service</u>	<u>Vesting Percentage</u>	3	20%	4	40%	5	60%	6	80%	7+	100%
<u>Service</u>	<u>Vesting Percentage</u>												
3	20%												
4	40%												
5	60%												
6	80%												
7+	100%												
Benefit	Benefit computed as a normal retirement allowance as of date of termination deferred to age 65 multiplied by the appropriate vesting percentage. Any member may elect to have payments begin before age 65, reduced by 1/240 for each month that the payment commencement date precedes age 65.												

Disability Retirement Allowance:

Eligibility	Retired on account of disability and in receipt of payments under the LTD plan.
Benefit	Benefit computed as normal retirement or early retirement allowance assuming the employee continued in active service at the same rate of compensation as of date of disability.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Spouse's Benefits:

Eligibility

A married active employee who dies in active service after attaining the eligibility requirements for a vested allowance or retired member who dies before benefit payments have commenced.

Benefit

Benefit payable to spouse is 50% of the allowance that would have been payable to the deceased employee, commencing on the later of date of death or the employee's 55th anniversary of his birth, as if he had separated from service the day before his death and elected a joint and 50% survivor coverage with payments commencing immediately or at age 55 if later.

Normal Form of Benefit:

Single

Life annuity with no monthly payments guaranteed.

Married

Reduced 50% joint and survivorship annuity.

Optional Forms of Benefit:

- (1) Life annuity
- (2) Joint and survivorship 25%, 50%, 75%, and 100% annuity.
- (3) Period Certain (5, 10, 15, and 20 years) and life thereafter annuity.
- (4) Social Security Leveling Option to age 62.
- (5) Lump sum distribution.

Maximum Allowance:

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions:

Non-contributory.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

**RETIREMENT PLAN FOR SALARIED EMPLOYEES OF
AMERICAN EMPIRE INSURANCE COMPANY**

Effective Date of Plan	April 1, 1965.
Termination Date	December 1, 1975.
Eligibility	See "Vested Benefits". Only vested participants at December 1, 1975 are eligible for benefits. No further benefits will be earned.
Normal Retirement Date	First of the month following participant's 65 th birthday.
Normal Retirement Benefit:	
Past Service	$\frac{3}{4}$ of 1% of the first \$4,800 of annual rate of compensation on December 31, 1964 plus 1-1/2% of annual rate of compensation on December 31, 1964 in excess of \$4,800, multiplied by the number of years and completed months of Past Service. Past Service is the period of service credited prior to January 1, 1965 but after the completion of eligibility requirements. Past Service Benefits are not to be less than amounts credited under Previous Plans for the same period of service from Employer contributions.
Future Service	1% of the first \$4,800 of annual compensation plus 2% of annual compensation in excess of \$4,800 for each year of Future Service. Future Service is Credited Service from date of membership in the Plan to the Normal or Early Retirement Date. The minimum pension as computed above, will be \$5.00 a month for each year of Credited Service to a maximum of 35 years.
Optional Forms of Payout	The member may elect prior to normal retirement an actuarially equivalent mode of payment as follows: a) 10 Years Certain and Life b) 100% or 50% Joint and Survivor

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2013 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early Retirement

A member who has attained age 55 and has completed at least 15 years of Continuous Service may retire either:

- i) immediately with his accrued pension at that date reduced 3/10 of 1% for each of the first 60 months that the Early Retirement date precedes the normal retirement date, and 5/10 of 1% for each of the next 60 months.
- ii) At normal retirement with the pension accrued to the date of such early retirement.

Vested Benefits

All benefits accrued to December 1, 1975

Death Benefits

If a married Member dies prior to actually retiring, the spouse will be entitled to receive a monthly pension calculated under the assumption that the Member had retired as of the day before his death and elected the Joint and One-half (50%) to Survivor form of payment. If death occurs prior to age 55, the calculation will be made and benefits will commence when the Member would have attained age 55.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN

EIN/PN: 06-1356481

SCHEDULE SB, LINE 32 — SCHEDULE OF SHORTFALL AMORTIZATION BASES

<u>Date Established</u>	<u>Initial Amount</u>	<u>Type</u>	<u>Remaining Installments</u>	<u>Amortization Installment</u>	<u>Present Value of Remaining Installments as of January 1, 2013</u>
January 1, 2011	7,333,932	Shortfall	5	\$ 1,206,648	\$ 5,462,601
January 1, 2012	(3,089,026)	Shortfall	6	(524,284)	(2,755,965)
January 1, 2013	(1,334,687)	Shortfall	7	<u>(224,635)</u>	<u>(1,334,687)</u>
Total				\$ 457,729	\$ 1,371,949

Sprague Electric Company Retirement Income Guarantee Plan

EIN: 06-1356481

PN: 010

2013 Schedule SB, Line 8 - Late Election to Apply Balances to Quarterly Installments

<u>Due Date of Installment</u>	<u>Date Election Actually Made</u>	<u>Amount Late</u>	<u>Adjustment included in line 8 for late election of funding balances</u>
1/15/2013	2/15/2013	112,964	407
	Total		407

Note that this attachment is for the following plan year's Schedule SB

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Reportable Transactions
Year Ended December 31, 2013

(a) Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current value of Asset	(i) Gain or (Loss)
Category (I) - a single transactions in excess of 5%						
Market	Collective Short-Term Investment Fund					
	Purchases	\$ 2,010,895	\$ -	\$ 2,010,895	\$ 2,010,895	\$ -
	BNY Cash Reserve Fund					
	Purchases	2,000,000	-	2,000,000	2,000,000	-
	Sales	-	2,000,000	2,000,000	2,000,000	-
Category (III) - a series of transactions in the same security in excess of 5%						
Market	Collective Short-Term Investment Fund					
	Purchases	7,957,959	-	7,957,959	7,957,959	-
	Sales	-	6,883,273	6,883,273	6,883,273	-
Market	BNY Cash Reserve Fund					
	Purchases	2,221,065	-	2,221,065	2,221,065	-
	Sales	-	2,221,065	2,221,065	2,221,065	-

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Obligations in Default
Year Ended December 31, 2013

<u>(a)</u> <u>Party</u> <u>Involved</u>	<u>(b)</u> <u>Address of</u> <u>Obligor</u>	<u>(c)</u> <u>Original</u> <u>Amount</u>	<u>(f)</u> <u>Unpaid</u> <u>Balance</u>	<u>(g)</u> <u>Detail</u> <u>Description of bond</u>
Market	PSINet Inc.	\$ 500,000	\$ 500,000	11%, due 8/1/2009

Note: The market value of the bonds are properly reflected on the Plan financial statements. It is management's intention to hold on to the investments for the foreseeable future to attempt to realize more value on the investment.



5500 Schedule Of Investments At End Of Year Plan

TOTAL COMBINED - B13G00010000

1/1/2013 - 12/31/2013

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
December 31, 2013

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
INTEREST-BEARING CASH						
* 996087094	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	100.00	139,400	139.40	139.40	0.00
U. S. GOVERNMENT SECURITIES						
36210VK42	GNMA POOL #0503515 7.000% 03/15/2029 DD 03/01/99	112.09	54,936.717	65,681.31	61,575.82	-4,105.49
CORPORATE DEBT INSTRUMENTS						
084423AC6	WR BERKLEY CORP 8.700% 01/01/2022 DD 01/01/92	121.52	380,000.000	482,812.80	461,768.40	-21,044.40
17315GAL2	CITIGROUP MORTGAGE 5 6A1 144A 6.000% 02/25/2037 DD 05/01/09	102.43	21,384.630	22,437.65	21,904.49	-533.16
25157FAK0	DEUTSCHE MORTGAGE WF1 1A4 144A VAR RT 06/26/2035 DD 08/01/05	93.32	1,612,000.000	1,462,503.12	1,504,318.40	41,815.28
46632TAA3	JP MORGAN MORTGAGE R2 1A1 144A VAR RT 07/27/2037 DD 07/01/08	86.00	2,762,138.960	2,306,192.74	2,375,439.51	69,246.77
69363VAB3	PSI NET US\$ SR NT 11.000% 08/01/2009 DD 07/23/99	0.00	429,152.100	0.00	0.00	0.00
75970NAL1	RENAISSANCE HOME EQUITY 2 AF4 VAR RT 08/25/2035 DD 06/01/05	96.57	255,000.000	248,612.25	246,248.40	-2,363.85
86359AMH3	STRUCTURED ASSET AL1 B1 144A 3.357% 04/25/2031 DD 01/01/03	93.72	367,211.600	350,705.47	344,147.04	-6,558.43
TOTAL CORPORATE DEBT INSTRUMENTS				4,873,264.03	4,953,826.24	80,562.21
CORPORATE DEBT INSTRUMENTS- PREFERRED						
032165AD4	AMSOUTH BANCORP 6.750% 11/01/2025 DD 11/06/95	104.84	1,000,000.000	996,480.00	1,048,440.00	51,960.00
07330TAA0	BCRR TRUST 2009-2 2A 1A1 144A 6.500% 07/17/2040 DD 07/11/09	109.80	1,523,411.910	1,860,253.52	1,672,767.21	-187,486.31
60687UAE7	ML-CFC COMMERCIAL MORTGAG 2 A4 VAR RT 06/12/2046 DD 06/01/06	109.23	1,708,000.000	1,967,530.60	1,865,614.24	-101,916.36
TOTAL CORPORATE DEBT INSTRUMENTS- PREFERRED				4,824,264.12	4,586,821.45	-237,442.67
CORPORATE STOCK - COMMON						
G50871105	JAZZ PHARMACEUTICALS PLC	126.56	510.000	63,783.00	64,545.60	762.60
G60754101	MICHAEL KORS HOLDINGS LTD	81.19	760.000	38,782.79	61,704.40	22,921.61
N6596X109	NXP SEMICONDUCTORS NV	45.93	1,770.000	75,223.92	81,296.10	6,072.18
00817Y108	AETNA INC	68.59	990.000	66,765.90	67,904.10	1,138.20
020002101	ALLSTATE CORP/THE	54.54	1,967.000	86,583.75	107,280.18	20,696.43
02209S103	ALTRIA GROUP INC	38.39	3,050.000	111,859.10	117,089.50	5,230.40
025816109	AMERICAN EXPRESS CO	90.73	770.000	44,259.60	69,862.10	25,602.50



TOTAL COMBINED - B13G00010000

5500 Schedule Of Investments At End Of Year Plan

1/1/2013 - 12/31/2013

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
December 31, 2013

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
031162100	AMGEN INC	114.08	360.000	40,456.76	41,068.80	612.04
037833100	APPLE INC	561.02	609.000	325,777.60	341,661.18	15,883.58
060505104	BANK OF AMERICA CORP	15.57	10,000.000	116,100.00	155,700.00	39,600.00
073302101	B/E AEROSPACE INC	87.03	820.000	40,508.00	71,364.60	30,856.60
075887109	BECTON DICKINSON AND CO	110.49	650.000	59,544.05	71,818.50	12,274.45
086516101	BEST BUY CO INC	39.88	1,720.000	58,413.26	68,593.60	10,180.34
09062X103	BIOGEN IDEC INC	279.57	180.000	43,262.03	50,322.96	7,060.93
097023105	BOEING CO/THE	136.49	1,300.000	134,555.37	177,437.00	42,881.63
124857202	CBS CORP	63.74	6,380.000	244,541.53	406,661.20	162,119.67
126650100	CVS CAREMARK CORP	71.57	2,000.000	124,551.09	143,140.00	18,588.91
12686C109	CABLEVISION SYSTEMS CORP	17.93	10,000.000	149,400.00	179,300.00	29,900.00
14040H105	CAPITAL ONE FINANCIAL CORP	76.61	1,450.000	105,011.42	111,084.50	6,073.08
151020104	CELGENE CORP	168.97	520.000	42,380.22	87,863.36	45,483.14
166764100	CHEVRON CORP	124.91	833.000	90,080.62	104,050.03	13,969.41
171232101	CHUBB CORP	96.63	569.000	42,857.09	54,982.47	12,125.38
17275R102	CISCO SYSTEMS INC	22.43	3,518.000	69,125.20	78,908.74	9,783.54
172967424	CITIGROUP INC	52.11	6,100.000	268,308.98	317,871.00	49,562.02
191216100	COCA-COLA CO/THE	41.31	1,130.000	40,962.52	46,680.30	5,717.78
19122T109	COCA-COLA ENTERPRISES INC	44.13	2,530.000	92,559.39	111,648.90	19,089.51
20030N101	COMCAST CORP	51.97	1,910.000	83,932.45	99,253.15	15,320.70
20030N200	COMCAST CORP	49.88	5,000.000	179,600.00	249,400.00	69,800.00
20825C104	CONOCOPHILLIPS	70.65	1,200.000	83,946.00	84,780.00	834.00
222816100	COVANCE INC	88.06	730.000	62,438.80	64,283.80	1,845.00
247361702	DELTA AIR LINES INC	27.47	4,530.000	119,019.98	124,439.10	5,419.12
254687106	WALT DISNEY CO/THE	76.40	1,380.000	85,743.11	105,432.00	19,688.89
254709108	DISCOVER FINANCIAL SERVICES	55.95	1,461.000	69,494.49	81,742.95	12,248.46
26875P101	EOG RESOURCES INC	167.84	330.000	43,206.90	55,387.20	12,180.30
278642103	EBAY INC	54.87	1,890.000	96,386.22	103,694.85	7,308.63
30225T102	EXTRA SPACE STORAGE INC	42.13	1,860.000	83,589.62	78,361.80	-5,227.82
30231G102	EXXON MOBIL CORP	101.20	1,435.000	133,886.81	145,222.00	11,335.19



TOTAL COMBINED - B13G00010000

5500 Schedule Of Investments At End Of Year Plan

1/1/2013 - 12/31/2013

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
December 31, 2013

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
313400301	FEDERAL HOME LOAN MORTGAGE COR	2.90	10,000.000	2,630.00	29,000.00	26,370.00
316773100	FIFTH THIRD BANCORP	21.03	2,770.000	58,153.38	58,253.10	99.72
320517105	FIRST HORIZON NATIONAL CORP	11.65	428.000	4,241.48	4,986.20	744.72
344849104	FOOT LOCKER INC	41.44	2,300.000	79,545.02	95,312.00	15,766.98
354613101	FRANKLIN RESOURCES INC	57.73	1,680.000	93,974.06	96,986.40	3,012.34
369604103	GENERAL ELECTRIC CO	28.03	24,550.000	545,588.85	688,136.50	142,547.65
38141G104	GOLDMAN SACHS GROUP INC/THE	177.26	680.000	114,009.75	120,536.80	6,527.05
38259P508	GOOGLE INC	1,120.71	170.000	146,275.64	190,520.70	44,245.06
406216101	HALLIBURTON CO	50.75	1,735.000	70,352.33	88,051.25	17,698.92
410345102	HANESBRANDS INC	70.27	1,250.000	65,916.97	87,837.50	21,920.53
423452101	HELMERICH & PAYNE INC	84.08	1,610.000	121,173.78	135,368.80	14,195.02
426281101	JACK HENRY & ASSOCIATES INC	59.21	1,110.000	58,665.82	65,723.10	7,057.28
427866108	HERSHEY CO/THE	97.23	570.000	41,165.42	55,421.10	14,255.68
437076102	HOME DEPOT INC/THE	82.34	1,050.000	65,338.81	86,457.00	21,118.19
458140100	INTEL CORP	25.96	1,460.000	37,113.64	37,894.30	780.66
45866F104	INTERCONTINENTALEXCHANGE GROUP	224.92	290.000	65,284.80	65,226.80	-58.00
46625H100	JPMORGAN CHASE & CO	58.48	2,620.000	152,568.63	153,217.60	648.97
478160104	JOHNSON & JOHNSON	91.59	1,669.000	116,996.92	152,863.71	35,866.79
517834107	LAS VEGAS SANDS CORP	78.87	700.000	44,426.62	55,209.00	10,782.38
534187109	LINCOLN NATIONAL CORP	51.62	1,647.000	42,657.29	85,018.14	42,360.85
539830109	LOCKHEED MARTIN CORP	148.66	340.000	48,073.21	50,544.40	2,471.19
55354G100	MSCI INC	43.72	960.000	41,632.80	41,971.20	338.40
559222401	MAGNA INTERNATIONAL INC	82.06	1,470.000	110,016.91	120,628.20	10,611.29
56418H100	MANPOWERGROUP INC	85.86	1,550.000	124,075.80	133,083.00	9,007.20
58155Q103	MCKESSON CORP	161.40	780.000	118,755.61	125,892.00	7,136.39
59151K108	METHANEX CORP	59.24	1,700.000	101,170.26	100,708.00	-462.26
59156R108	METLIFE INC	53.92	1,430.000	76,715.64	77,105.60	389.96
594918104	MICROSOFT CORP	37.41	1,750.000	47,535.28	65,467.50	17,932.22
636180101	NATIONAL FUEL GAS CO	71.40	930.000	66,672.63	66,402.00	-270.63
654106103	NIKE INC	78.64	890.000	48,710.50	69,989.60	21,279.10



TOTAL COMBINED - B13G00010000

5500 Schedule Of Investments At End Of Year Plan

1/1/2013 - 12/31/2013

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
December 31, 2013

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
67018T105	NU SKIN ENTERPRISES INC	138.22	410.000	48,127.77	56,670.20	8,542.43
675232102	OCEANEERING INTERNATIONAL INC	78.88	540.000	41,838.50	42,595.20	756.70
681904108	OMNICARE INC	60.36	2,180.000	107,791.23	131,584.80	23,793.57
68389X105	ORACLE CORP	38.26	3,400.000	113,449.70	130,084.00	16,634.30
693506107	PPG INDUSTRIES INC	189.66	660.000	120,913.27	125,175.60	4,262.33
693656100	PVH CORP	136.02	570.000	69,653.37	77,531.40	7,878.03
707991105	PENN CENTRAL COAL LEASE	1.00	4,157,583.850	4,157,583.85	4,157,583.85	0.00
717081103	PFIZER INC	30.63	1,936.000	48,552.95	59,299.68	10,746.73
731068102	POLARIS INDUSTRIES INC	145.64	650.000	54,697.50	94,666.00	39,968.50
742718109	PROCTER & GAMBLE CO/THE	81.41	1,623.000	115,044.94	132,128.43	17,083.49
747525103	QUALCOMM INC	74.25	1,460.000	90,315.61	108,405.00	18,089.39
74835Y101	QUESTCOR PHARMACEUTICALS INC	54.45	1,560.000	91,887.16	84,942.00	-6,945.16
7591EP100	REGIONS FINANCIAL CORP	9.89	7,810.000	77,042.53	77,240.90	198.37
767754104	RITE AID CORP	5.06	9,750.000	58,923.83	49,335.00	-9,588.83
775109200	ROGERS COMMUNICATIONS INC	45.25	700.000	31,223.01	31,675.00	451.99
790849103	ST JUDE MEDICAL INC	61.95	2,558.000	104,301.98	158,468.10	54,166.12
80004C101	SANDISK CORP	70.54	600.000	42,202.02	42,324.00	121.98
82481R106	SHIRE PLC ADR	141.29	710.000	72,428.34	100,315.90	27,887.56
831865209	AO SMITH CORP	53.94	2,270.000	121,053.45	122,443.80	1,390.35
833034101	SNAP-ON INC	109.52	620.000	62,061.03	67,902.40	5,841.37
849991104	SPRAGUE TECH COAL LEASE	1.00	3,435,781.098	3,427,182.58	3,435,781.10	8,598.52
85207U105	SPRINT CORP	10.75	2,617.000	139,899.84	28,132.75	-111,767.09
855244109	STARBUCKS CORP	78.39	580.000	43,709.61	45,466.20	1,756.59
887317303	TIME WARNER INC	69.72	1,960.000	134,255.06	136,651.20	2,396.14
907818108	UNION PACIFIC CORP	168.00	620.000	91,104.69	104,160.00	13,055.31
911363109	UNITED RENTALS INC	77.95	1,780.000	103,104.73	138,751.00	35,646.27
913017109	UNITED TECHNOLOGIES CORP	113.80	910.000	84,631.91	103,558.00	18,926.09
91913Y100	VALERO ENERGY CORP	50.40	1,382.000	53,694.64	69,652.80	15,958.16
92343V104	VERIZON COMMUNICATIONS INC	49.14	730.000	35,797.30	35,872.20	74.90
92826C839	VISA INC	222.68	710.000	126,362.25	158,102.80	31,740.55



TOTAL COMBINED - B13G00010000

5500 Schedule Of Investments At End Of Year Plan

1/1/2013 - 12/31/2013

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
December 31, 2013

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
949746101	WELLS FARGO & CO	45.40	2,987.000	121,733.64	135,609.80	13,876.16
958102105	WESTERN DIGITAL CORP	83.90	1,040.000	65,712.11	87,256.00	21,543.89
966387102	WHITING PETROLEUM CORP	61.87	700.000	42,478.52	43,309.00	830.48
976657106	WISCONSIN ENERGY CORP	41.34	1,690.000	70,105.93	69,864.60	-241.33
98310W108	WYNDHAM WORLDWIDE CORP	73.69	1,620.000	98,937.64	119,377.80	20,440.16
983134107	WYNN RESORTS LTD	194.21	450.000	85,420.44	87,394.50	1,974.06
984332106	YAHOO! INC	40.44	3,230.000	112,962.28	130,621.20	17,658.92
999F69740	HARRIS CIF SPL CAP LIQ	1.00	122.030	122.03	122.03	0.00
999F69757	HARRIS CIF CONV LIQUIDATING	1.00	250.480	250.48	250.48	0.00
TOTAL CORPORATE STOCK - COMMON				16,792,893.14	18,365,952.19	1,573,059.05
COMMON/COLLECTIVE TRUST						
* 996214912	EB TEMP INV FD VAR RT 12/31/49 FEE CL 20	1.00	1,960,381.550	1,960,381.55	1,960,381.55	0.00
999F69716	CHASE BANK INTL SHORT TERM FUND	1.00	10,000.000	10,000.00	10,000.00	0.00
TOTAL COMMON/COLLECTIVE TRUST				1,970,381.55	1,970,381.55	0.00
GRAND TOTAL				28,526,623.55	29,938,696.65	0.00 C
						1,412,073.10 I
						1,412,073.10

* Indicates party-in-interest to the Plan