Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE CHARLES MACHINE WORKS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/25/1985

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

CHARLES MACHINE WORKS, INC.

P.O. BOX 66
PERRY, OK 73077-0066

2b Employer Identification Number (EIN)
73-0660844

2c Sponsor's telephone number
580-336-4402

2d Business code (see instructions)
333100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

GRANT THORNTON LLP

2431 E. 61ST STREET, STE 500
TULSA, OK 74136-1208

Preparer's telephone number (optional)
918-877-0800

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

DEE WILLIAMS HUMAN RESOURCES MANAGER

P.O. BOX 66
PERRY, OK 73077

3b Administrator's EIN
73-1347454

3c Administrator's telephone number
580-336-4402

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**	1301
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**	1227
b	Retired or separated participants receiving benefits	**6b**	113
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1340
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1340
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
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:
2A 2B 2O

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)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☒	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
THE CHARLES MACHINE WORKS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CHARLES MACHINE WORKS, INC.

D Employer Identification Number (EIN)
73-0660844

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

SMITH BARNEY

13-2919773

(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	68974	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

MCCREADY & KEENE

35-0500670

(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?
24	NONE	66100	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	17127	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
THE CHARLES MACHINE WORKS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CHARLES MACHINE WORKS, INC.

D Employer Identification Number (EIN)
73-0660844

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	771156	332057
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4645891	2803599
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1159	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	150188	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	31666242	36123427
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	49067136	59258056
(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	86301772	98517139
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	53	53
k Total liabilities (add all amounts in lines 1g through1j)	1k	53	53
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	86301719	98517086

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)	2803599	
(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)		2803599
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	10791	
(F) Other	2b(1)(F)	925	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11716
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	2309720	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2309720
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	12465405	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		12465405

		(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		17590440
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5227833	
(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)		5227833
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	147240	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		147240
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5375073
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12215367
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP **(2)** EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

December 31, 2013 and 2012

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees
The Charles Machine Works, Inc. Employee Stock Ownership Plan and Trust

We have audited the accompanying financial statements of The Charles Machine Works, Inc. Employee Stock Ownership Plan and Trust (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

Grant Thornton LLP
U.S. member firm of Grant Thornton International Ltd

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

Opinion

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

Supplementary information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i - Schedule of assets (held at year end) December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such supplementary information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

Grant Thornton LLP

Tulsa, Oklahoma
October 14, 2014

Grant Thornton LLP
U.S. member firm of Grant Thornton International Ltd

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

Statements of net assets available for plan benefits

December 31, 2013 and 2012

	2013	2012
ASSETS:		
Investments, at fair value-		
Cash	$ 332,057	$ 771,156
Investment in Company common stock	59,258,056	49,067,136
Mutual funds	36,123,427	31,666,242
Total investments	95,713,540	81,504,534
Receivables-		
Employer contributions receivable	2,803,599	4,645,891
Notes receivable from participants	-	150,188
Accrued interest	-	1,159
Total receivables	2,803,599	4,797,238
Total assets	98,517,139	86,301,772
LIABILITIES:		
Dividends payable	53	53
Net assets available for plan benefits	$ 98,517,086	$ 86,301,719

The accompanying notes are an integral part of these financial statements.

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

Statement of changes in net assets available for plan benefits

For the year ended December 31, 2013

ADDITIONS:	
Additions to net assets attributed to-	
Investment income:	
Interest	$ 925
Dividends	2,309,720
Net appreciation in fair value of investments	12,465,405
Total investment income	14,776,050
Less: investment expenses	68,974
Net investment income	14,707,076
Interest income on notes receivable from participants	10,791
Employer contributions	2,803,599
Total additions	17,521,466
DEDUCTIONS:	
Deductions to net assets attributed to-	
Benefits paid to participants	3,954,237
Dividends from employer paid to participants	806,844
Diversification elections paid to participants	466,752
Administrative expenses	78,266
Total deductions	5,306,099
INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	12,215,367
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	86,301,719
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	$ 98,517,086

The accompanying notes are an integral part of this financial statement.

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

Notes to financial statements

December 31, 2013 and 2012

A - DESCRIPTION OF PLAN

The following description of The Charles Machine Works, Inc. Employee Stock Ownership Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of Plan provisions.

1. General

The Plan is an employee stock ownership and profit sharing plan covering employees of The Charles Machine Works, Inc. (the "Company" or the "Employer"), who have attained the age of 18 and have 90 days of continuous employment or have completed one year of service, which is equivalent to 1,000 hours in a plan year. Employees of the Company's affiliates or subsidiaries and leased employees are not eligible to participate in the Plan. Employees may begin participating in the Plan on the first day of the month after the employee meets the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

2. Contributions

The Plan is divided into two accounts: the trust account and the stock account. The Company may make discretionary profit sharing and discretionary stock contributions to the Plan. The Company's profit sharing contributions are made to the Plan and are credited to each participant's individual trust account. The Company's stock contributions are made to the stock account and are used to acquire stock of the Company, which is credited to the participant's individual stock account. Only participants who complete a year of service and are employed on the last day of the Plan year receive an allocation of Employer contributions. Employees are not allowed to make contributions to the Plan. The Company announced a profit sharing contribution of $1,991,096 and a stock contribution of $2,654,795 during 2012 which were paid to the Plan during 2013. The Company announced a profit sharing contribution of $0 and a stock contribution of $2,803,599 during 2013 which were paid to the Plan during 2014.

3. Participant Account - Trust Account

Each participant's trust account is credited with an allocation of (a) the Company's profit sharing contributions and (b) Plan earnings and losses thereon. The Company's contributions are allocated based on the ratio that each participant's compensation bears to the total compensation of all participants. Plan earnings and losses are allocated based on the ratio of the average daily balance of each participant's trust account to the total average daily balance of all participants' trust accounts.

4. Participant Account - Stock Account

Each participant's stock account may be credited with an allocation of (a) the Company's stock contributions, (b) dividends received on Company stock (which are passed through the Plan and paid out to participants in a cash distribution) and (c) Plan earnings and losses thereon. The Company's contributions are allocated based on the ratio that each participant's compensation bears to the total compensation of all participants. Plan earnings and losses and dividends received on Company stock are allocated to participants

based on the ratio of the average daily balance of each participant's stock account to the total average daily balance of all participants' stock accounts.

5. Vesting

Participants are fully vested in their individual trust and stock account balances in the Plan at all times.

6. Payment of Benefits

The benefit to which a participant is entitled is that which can be provided from the participant's accounts. Upon termination of service, if the participant's account balance is not more than $5,000 but is in excess of $1,000 and the participant has not elected a form of distribution, the Plan administrator shall distribute the amount into an individual retirement account. If the participant's account balance is in excess of $5,000, a participant will receive a lump sum payment of his or her account balances. If the participant's account balance is $1,000 or less, the Plan administrator will send a check to the participant's current address, but if the Plan administrator does not have a current address, the amount will be distributed to an individual retirement account. Distributions of a participant's stock account are made in Company stock, with cash issued for the value of any fractional shares held by the participant.

Under the provisions of the Plan, the Company has the right of first refusal to purchase any and all shares of Company stock that have been distributed under the terms of the Plan as long as the shares are not publicly traded. The Company may assign this right to the trustees of the Plan.

7. Put Option

Under federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash. Therefore, if a participant receives all or a portion of a distribution in the form of Company stock, the participant may, within the 60 days following the distribution or the 60 days following the participant's notification of the fair market value of the stock as of the end of the Plan year, require the Company or the Plan trustees to purchase such shares at the fair market value of the shares as of the most recent valuation date, as defined in the Plan agreement. If the stock distribution was a distribution of the participant's entire account balances, the Company can pay for the purchase, with interest, in five equal annual installments. Otherwise, the Company must pay for the purchase within 30 days after the participant exercises the put option.

8. Notes Receivable from Participants

Prior to January 1, 2009, participants could borrow up to 50% of their account balance and the notes had to be repaid within five years. The loans are secured by the balance in their participant's account. Effective January 1, 2009, the Plan was amended to discontinue participant notes. The interest rates on notes outstanding at December 31, 2013 and 2012 range from 7.0% to 10.25%. Principal and interest is paid ratably through payroll deductions, which are made at least monthly.

9. Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account. Participants generally assign voting rights associated with shares of Company stock held by the Plan to the majority shareholder of the Company.

10. Diversification

Diversification is offered to participants close to retirement so they may have the opportunity to move part of the value of their investment in Company stock into investments that are more diversified. Participants that have attained the age of 55 and have completed ten years of service may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of their stock account balance attributed to Company stock acquired on or after January 1, 1987, less any shares previously diversified. In the sixth year, the percentage increases to 50%. Participants may elect to diversify by taking a distribution of this amount or by rolling the amounts over to another qualified plan.

B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements are presented on the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, changes therein, and disclosures of contingent assets and liabilities. Actual values and results could differ from those estimates.

3. Investment Valuation and Income Recognition

Investments in mutual funds are valued at fair value, which is determined by quoted market prices. Shares of Company stock are valued at fair value on December 31, 2013 and 2012, as determined annually by independent appraisal.

The valuation of the Company's common stock was performed by an independent third party valuation specialist. Management believes the methods and assumptions used are appropriate to provide a reasonable value of the Company's common stock at December 31, 2013 and 2012.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded when earned. Dividends are recorded on the ex-dividend date.

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

4. Concentration of Credit Risk

The Plan maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Plan had cash of approximately $82,058 and $521,000 in a financial institution over the federally insured limit as of December 31, 2013 and 2012, respectively. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash.

5. Administrative Expenses

Investment and certain administrative expenses are paid by the Plan. Certain administrative functions are performed by the officers or employees of the Company. No such officer or employee receives compensation from the Plan.

6. Notes Receivable from Participants

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

7. Cash

Cash consists of cash in interest-bearing checking accounts.

C - INVESTMENTS

All Plan investments including cash, investments in Company common stock, and mutual funds are non-participant directed.

The Plan's investment in common shares of the Company's common stock, all of which has been allocated to Plan participants at December 31, 2013 and 2012, is as follows:

	2013	2012
Number of shares	268,136	255,558
Fair value per share	$ 221	$ 192
	$ 59,258,056	$ 49,067,136

The following table represents the fair value of those investments that represent 5% or more of the Plan's net assets available for plan benefits as of December 31, 2013 and 2012. All investments are non-participant directed:

	2013	2012
The Charles Machine Works, Inc. Common Stock	$ 59,258,056	$ 49,067,136

During the year ended December 31, 2013, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value, as follows:

Mutual funds at fair value as determined by quoted market price	$ 4,773,376
The Charles Machine Works, Inc. Common Stock at estimated fair value	7,692,029
Net appreciation in fair value of investments	$ 12,465,405

D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three broad levels of fair value hierarchy are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

If the assets or liabilities have a specified (contractual) term, the level two input must be observable for substantially the full term of the asset or liability.

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

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

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

The following methods and assumptions were used in estimating fair value disclosure for financial instruments:

Cash: Valued at fair value.

Mutual funds: Valued at published market prices which represent the net asset value of shares held by the Plan at year end. Shares of mutual funds investing in bond funds are unitized and the fair value is based on the closing market price of the assets held by the fund.

Company stock: The fair value of The Charles Machine Works, Inc. company stock held by the Plan is valued at estimated fair value based upon an independent appraisal. This appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables and estimated fair value of Company assets and liabilities.

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

The following tables set forth by the three levels as established by ASC 820, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	2013			
	Level 1	Level 2	Level 3	Total
Cash	$ 332,057	$ -	$ -	$ 332,057
Mutual funds:				
Growth Funds	17,599,609	-	-	17,599,609
Fixed Income Funds	5,563,190	-	-	5,563,190
Balanced Funds	4,584,591	-	-	4,584,591
Value Funds	3,591,682	-	-	3,591,682
Equity Funds	3,695,416	-	-	3,695,416
Other Funds	1,088,939	-	-	1,088,939
Total mutual funds	36,123,427	-	-	36,123,427
Company stock	-	-	59,258,056	59,258,056
Total assets at fair value	$ 36,455,484	$ -	$ 59,258,056	$ 95,713,540

	2012			
	Level 1	Level 2	Level 3	Total
Cash	$ 771,156	$ -	$ -	$ 771,156
Mutual funds:				
Growth Funds	14,533,465	-	-	14,533,465
Fixed Income Funds	6,502,439	-	-	6,502,439
Balanced Funds	3,925,418	-	-	3,925,418
Value Funds	2,666,152	-	-	2,666,152
Equity Funds	2,894,659	-	-	2,894,659
Other Funds	1,144,109	-	-	1,144,109
Total mutual funds	31,666,242	-	-	31,666,242
Company stock	-	-	49,067,136	49,067,136
Total assets at fair value	$ 32,437,398	$ -	$ 49,067,136	$ 81,504,534

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2013:

	Company Stock
Balance, beginning of year	$ 49,067,136
Unrealized gain relating to instruments held at the reporting date	7,692,029
Purchases	2,654,795
Sales	(155,904)
Balance, end of year	$ 59,258,056

E - TAX STATUS

On March 27, 2014, the Plan received a favorable Internal Revenue Service determination letter of the Plan, as amended. The Plan has applied for a separate determination letter with the Internal Revenue Service but has yet to receive the determination letter. The Plan has been amended subsequent to the date of the opinion letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company may amend or terminate the Plan at any time, subject to the provisions of ERISA. If the Plan is terminated, the Plan assets will be distributed to the participants in accordance with the Plan agreement.

G - SUBSEQUENT EVENTS

Effective January 30, 2014, account balances in the Profit Sharing Trust portion of the ESOP and Trust were transferred to the participants' 401(k) accounts. Additionally, on January 20, 2014, the qualifications and eligibility requirements for the Plan changed.

The Plan evaluates events occurring subsequent to the date of the financial statements in determing the accounting for and disclosure of transactions and events that affect the financial statements. The Plan has evaluated subsequent events through October 14, 2014, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

Schedule H, Line 4i - Schedule of assets (held at end of year)

EIN #: 73-0660844; Plan #: 001

December 31, 2013

	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash balance	Interest-bearing Cash	$ 332,068	$ 332,069
*	The Charles Machine Works, Inc.	255,558 shares of common stock	19,813,616	59,258,056
	CG Capital Markets-Money Market Investments	Mutual Fund	-	621,436
	CG Capital Markets-Core Fixed Income Fund	Mutual Fund	2,836,493	2,765,259
	CG Capital Markets-Large Cap Value Investments	Mutual Fund	2,365,934	3,099,659
	CG Capital Markets-Small Cap Value Investments	Mutual Fund	421,568	492,023
	CG Capital Markets-High Yield Investments	Mutual Fund	464,131	467,491
	CG Capital Markets-Emerging Markets Investments	Mutual Fund	680,871	619,963
	CG Capital Markets-International Fixed Income Investments	Mutual Fund	677,491	612,445
	CG Capital Markets-International Equity Investments	Mutual Fund	2,671,500	3,075,453
	CG Capital Markets-Large Cap Growth Investments	Mutual Fund	2,562,514	3,856,353
	CG Capital Markets-Small Cap Growth Investments	Mutual Fund	381,791	518,354
	American Balanced Fund Inc.	Mutual Fund	3,041,214	4,584,591
	Bond Fund of America	Mutual Fund	1,984,533	2,185,486
	Capital World Growth	Mutual Fund	3,215,640	3,983,033
	Growth Fund America, Inc.	Mutual Fund	2,784,031	4,820,995
	Investment Company of America	Mutual Fund	3,196,861	4,420,874
*	Notes receivable to participants	Various notes to participants secured by participants' accounts with interest rates from 7.00% to 10.25% with various maturities	-	-
			$ 47,430,256	$ 95,713,540

* Party-in-interest

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning and ending

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
THE CHARLES MACHINE WORKS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/25/1985

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
CHARLES MACHINE WORKS, INC.
P.O. BOX 66
PERRY OK 73077-0066

2b Employer Identification Number (EIN) 73-0660844

2c Sponsor's telephone number 580-336-4402

2d Business code (see instructions) 333100

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	D. D. Williams	10/14/2014	DEE WILLIAMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Angela Drake	10/14/14	ANGELA DRAKE
	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)
GRANT THORNTON LLP
2431 E. 61ST STREET, STE 500
TULSA OK 74136-1208

Preparer's telephone number (optional) 918-877-0800

The Charles Machine Works, Inc.
Employee Stock Ownership Plan and Trust

Schedule H, Line 4i - Schedule of assets (held at end of year)

EIN #: 73-0660844; Plan #: 001

December 31, 2013

	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Cash balance	Interest-bearing Cash	$ 332,068	$ 332,069
*	The Charles Machine Works, Inc.	255,558 shares of common stock	19,813,616	59,258,056
	CG Capital Markets-Money Market Investments	Mutual Fund	-	621,436
	CG Capital Markets-Core Fixed Income Fund	Mutual Fund	2,836,493	2,765,259
	CG Capital Markets-Large Cap Value Investments	Mutual Fund	2,365,934	3,099,659
	CG Capital Markets-Small Cap Value Investments	Mutual Fund	421,568	492,023
	CG Capital Markets-High Yield Investments	Mutual Fund	464,131	467,491
	CG Capital Markets-Emerging Markets Investments	Mutual Fund	680,871	619,963
	CG Capital Markets-International Fixed Income Investments	Mutual Fund	677,491	612,445
	CG Capital Markets-International Equity Investments	Mutual Fund	2,671,500	3,075,453
	CG Capital Markets-Large Cap Growth Investments	Mutual Fund	2,562,514	3,856,353
	CG Capital Markets-Small Cap Growth Investments	Mutual Fund	381,791	518,354
	American Balanced Fund Inc.	Mutual Fund	3,041,214	4,584,591
	Bond Fund of America	Mutual Fund	1,984,533	2,185,486
	Capital World Growth	Mutual Fund	3,215,640	3,983,033
	Growth Fund America, Inc.	Mutual Fund	2,784,031	4,820,995
	Investment Company of America	Mutual Fund	3,196,861	4,420,874
*	Notes receivable to participants	Various notes to participants secured by participants' accounts with interest rates from 7.00% to 10.25% with various maturities	-	-
			$ 47,430,256	$ 95,713,540

* Party-in-interest