

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/01/1970</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/01/1970</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>12/01/1970</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u> <u>9100 STATE ROAD</u> <u>PHILADELPHIA, PA 19136</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-2484225</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>215-332-9700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-2484225</u>	2c Sponsor's telephone number <u>215-332-9700</u>	2d Business code (see instructions) <u>335310</u>	
2b Employer Identification Number (EIN) <u>23-2484225</u>					
2c Sponsor's telephone number <u>215-332-9700</u>					
2d Business code (see instructions) <u>335310</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	CATHY BEERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	CATHY BEERS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	236
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	209
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	30
d Subtotal. Add lines 6a , 6b , and 6c		6d	239
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	240
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	215
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

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

A Name of plan BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BILLOWS ELECTRIC SUPPLY COMPANY, INC.	D Employer Identification Number (EIN) 23-2484225	

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
DREYFUS
13-5673135

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
HARBOR
04-2679462

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
J P MORGAN
13-2624428

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO
95-2632339

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

T ROWE PRICE

52-2264646

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

ASTON

20-4747475

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

INVESCO

58-2287224

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

MFS

04-2747644

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

NEUBERGER BERMAN

13-5521910

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

MAINSTAY

52-2206685

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

ACADIAN

04-2929221

(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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 49 50 52 60 62 63 64	SERVICE PROVIDER	18671	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>23-2484225</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ENHANCED STOCK MARKET FUND</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>56-6288528-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>94-3222878-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>228782</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE RETURN FUND N25</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>80-6052574-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2362530</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE RETURN FUND AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>46-6208187-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>258249</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JANUS OVERSEAS CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648669-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFS VALUE CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648640-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>497350</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MULTI-MANAGER SMALL CAP CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648658-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>179192</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTL CIT AT**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6651358-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 211033
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP INST LRGCAP GROWTH MGD CIT AT**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648614-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107213
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BOND CIT AT**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 46-6136833-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 190114
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE-CAP GROWTH CIT AT**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 56-6649361-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 178575
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: TROWPRICE INST EQ INC MGD CIT AT**b** Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 46-6586666-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 286214
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
--	--	--

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>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>23-2484225</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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	199342	216990
(9) Value of interest in common/collective trusts	1c(9)	3467450	4499252
(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)	6062079	7239747
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9728871	11955989

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9728871	11955989
---	-----------	---------	----------

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)	283893	
(B) Participants	2a(1)(B)	566701	
(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)		850594
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)	7180	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7180
(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)	330866	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		330866
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	25204	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	27309	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-2105
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-2371	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-2371

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		333281
(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)		998037
c Other income	2c		43
d Total income. Add all income amounts in column (b) and enter total	2d		2515525

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	235830	
(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)		235830
f Corrective distributions (see instructions)	2f		6196
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)		
(4) Other	2i(4)	46381	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		46381
j Total expenses. Add all expense amounts in column (b) and enter total	2j		288407

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2227118
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: SHUBERT GOODMAN & HUNTER, LLP

(2) EIN: 23-2983324

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>23-2484225</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

INDEX

**For the Years Ended
December 31, 2013 and 2012**

	<u>Page</u>
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 – 14
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2013	15

SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

STEVEN M. SHUBERT, CPA*
PHILIP B. GOODMAN, CPA
JAY A. HUTTNER, CPA
JAMES A. HUTCHINGS, CPA

118 YORK ROAD
JENKINTOWN, PA 19046

TEL: (215) 884-5678
FAX: (215) 886-3578

MEMBERS:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC
ACCOUNTANTS
AICPA DIVISION FOR FIRMS PRIVATE
COMPANIES PRACTICE SECTION
AICPA DIVISION OF TAXATION
AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

Independent Auditors' Report

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Philadelphia, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Wells Fargo Bank 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.

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 schedule H, Line 4i (Schedule of Assets) as of or for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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.

A handwritten signature in black ink that reads "SHUBERT GOODMAN & HUTTNER, LLP". The signature is written in a cursive, flowing style.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 10, 2014

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
December 31,

	<u>2013</u>	<u>2012</u>
Assets:		
Participant directed investments, at fair value	<u>\$11,738,999</u>	<u>\$9,529,529</u>
Receivables:		
Employer's contribution	100,000	100,000
Notes receivable from participants	<u>216,990</u>	<u>199,342</u>
Total receivables	<u>316,990</u>	<u>299,342</u>
Total assets	<u>12,055,989</u>	<u>9,828,871</u>
Liabilities:		
Excess contributions payable	<u>11,046</u>	<u>6,196</u>
Net assets available for benefits	<u>\$12,044,943</u>	<u>\$9,822,675</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 1,557,031
Dividends	56,230
Mutual fund rebate income	<u>44,502</u>
Total investment income	<u>1,657,763</u>

Interest income on notes receivable from participants	<u>7,180</u>
---	--------------

Contributions:

Employer	283,893
Participants	555,655
Rollovers	<u>-</u>
Total contributions	<u>839,548</u>
Total additions	<u>2,504,491</u>

Deductions:

Benefits paid to participants	235,830
Administrative expenses	<u>46,393</u>
Total deductions	<u>282,223</u>

Net increase	2,222,268
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>9,822,675</u>
End of year	<u>\$12,044,943</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution and 401(k) salary deferral plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Administration of Plan Assets

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

3. Contributions

Each year, eligible participants may contribute up to 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2013 was \$183,893.

At the end of the Plan year, the Company, at the discretion of the Company's Board of Directors, also may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2013 was \$100,000.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, plan earnings, and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant's accounts are valued on a daily basis.

5. Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service with respect to profit sharing contributions and matching contributions. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

6. Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent, which commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions and from participants.

7. Payments of Benefits

The benefit to which a Participant is entitled is the benefit that can be provided from the participant's vested account. Participants withdrawing from the Plan may elect to receive their vested account balances in either a lump-sum amount, or in annual installments over a specified time period selected by the participant. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

8. Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2013 and 2012 forfeited non-vested accounts totaled \$21,194 and \$20,731 respectively. In 2013 and 2012 administrative expenses were reduced by \$1,203 and \$475 respectively, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

9. Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were approximately thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2013 excess contributions of \$11,046 to the applicable participants prior to March 15, 2014.

Payment of Benefits

Benefits are recorded when paid except for any excess contributions payable to participants, which are recorded as they become payable.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
December 31, 2013

Note B- Summary of Significant Accounting Policies – (continued)

Administrative Expenses

Administrative fees of the Plan include certain fees charged directly to individual participants, related directly to transactions or events associated with individual participant accounts. Expenses of administering the Plan are paid directly by the Company.

Subsequent Events

The Plan has evaluated subsequent events through September 10, 2014, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

At December 31, 2013 and 2012, the Plan's investments were held by the Trustee. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2013 and 2012, as reported by the Trustee is summarized as follows:

	<u>2013</u>	<u>2012</u>
Equity funds	\$ 4,941,428	\$4,211,897
Corporate Bond funds	1,455,007	1,284,496
Balanced funds	785,254	565,685
Other funds	58,057	-
Collective Trust funds	<u>4,499,253</u>	<u>3,467,451</u>
	<u>\$11,738,999</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note D- Information Prepared and Certified by Trustee – Unaudited – (continued)

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

	<u>2013</u>
Equity funds	\$1,144,361
Corporate Bond funds	(47,950)
Balanced funds	127,339
Collective Trust funds	<u>333,281</u>
Net appreciation on fair value of investments	<u>\$1,557,031</u>

The following represents the Plan's investments as of December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are itemized below:

	December 31,			
	<u>2013</u>		<u>2012</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Dreyfus Midcap Index Fund	17,809	654,473	18,865	545,777
Dreyfus S&P 500 Index Fund	16,976	829,274	*	*
Invesco Van Kampen Equity and Income A	66,545	709,372	55,798	512,787
Neuberger & Berman Genesis Adv	29,052	956,386	28,695	790,542
Pimco Total Return Institutional	44,433	627,932	35,169	510,020
Wells Fargo Advantage Global Opportun. Fund	14,826	667,609	*	*
Wells Fargo Stable Return Fund N25	209,229	2,362,530	198,017	2,204,603

* Did not represent 5% or more of the Plan's net assets.

Information included in the supplemental schedule of assets held at end of year.

Note E- Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)
The input levels are:

Level 1: Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Valuation is based upon; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Valuation is based upon unobservable inputs that are significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2013:

<u>Assets at Fair Value as of December 31, 2013</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,941,428	\$ -	\$ -	\$ 4,941,428
Corporate Bond funds	1,455,007	-	-	1,455,007
Balanced funds	785,254	-	-	785,254
Other funds	<u>58,057</u>	<u>-</u>	<u>-</u>	<u>58,057</u>
Total mutual funds	<u>7,239,746</u>	<u>-</u>	<u>-</u>	<u>7,239,746</u>
Collective trust funds:	<u>-</u>	<u>4,499,253</u>	<u>-</u>	<u>4,499,253</u>
Total assets at fair value	<u>\$7,239,746</u>	<u>\$4,499,253</u>	<u>\$ -</u>	<u>\$11,738,999</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2012:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,211,897	\$ -	\$ -	\$4,211,897
Corporate Bond funds	1,284,496	-	-	1,284,496
Balanced funds	<u>565,685</u>	<u>-</u>	<u>-</u>	<u>565,685</u>
Total mutual funds	<u>6,062,078</u>	<u>-</u>	<u>-</u>	<u>6,062,078</u>
Collective trust funds:	<u>-</u>	<u>3,467,451</u>	<u>-</u>	<u>3,467,451</u>
Total assets at fair value	<u>\$6,062,078</u>	<u>\$3,467,451</u>	<u>\$ -</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

<u>December 31,</u> <u>2013</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 258,249	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,362,530	-	Daily	12 months
All Other Collective				
Trust funds	\$1,878,474	-	Daily	Daily

<u>December 31,</u> <u>2012</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 211,479	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,204,603	-	Daily	12 months
All Other Collective				
Trust funds	\$1,051,369	-	Daily	Daily

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may chose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan and, therefore, the following transactions qualify as party-in-interest transactions.

Fees paid by the Plan for the custodial and record-keeping services amounted to \$46,393 for the year ended December 31, 2013. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note G- Plan Termination

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

Note H- Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving that determination letter. The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with applicable requirements of the IRC and as such is exempt from federal income taxes.

Plan management is required 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 be sustained upon examination by the Internal Revenue Service. The Plan administrator has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. 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 the Plan is no longer subject to income tax examinations for years prior to 2010.

Note I- Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Plan investments are not insured by FDIC or similar coverage.

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$12,044,943	\$9,822,675
Add: return of excess contributions	11,046	6,196
Less: employer's and participants' contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$11,955,989</u>	<u>\$9,728,871</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500 – (continued)

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from employer per financial statements	\$ 283,893	\$ 278,380
Add: last year's employee's contributions receivable	100,000	100,000
Less: this year's employer's contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 283,893</u>	<u>\$ 278,380</u>

The following is a reconciliation of participant's contributions per the financial statements for the year ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from participants' per financial statements	\$555,655	\$536,277
Add: participant rollovers	-	10,853
Add: return of excess contributions for 2012 year	-	6,196
Add: return of excess contributions for 2013 year	11,046	-
Add: last year's participants' contributions receivable	-	417
Less: this year's participants' contributions receivable	<u>-</u>	<u>-</u>
Contributions received from participants' per Schedule H of Form 5500	<u>\$566,701</u>	<u>\$553,743</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

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

Employer Identification Number 23-1441009

Plan Number: 001

December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Acadia Emerging Markets Equity Fund	Mutual Fund	***	58,057
	Aston Tamro Small Cap N	Mutual fund	***	230,847
	Dreyfus Midcap Index Fund	Mutual fund	***	654,473
	Dreyfus S&P 500 Index Fund	Mutual fund	***	829,274
	Harbor International Institutional	Mutual fund	***	246,205
	Invesco Van Kampen Equity and Income A	Mutual fund	***	709,372
	JP Morgan US Equity	Mutual fund	***	246,359
	Mainstay Large Cap Growth R1	Mutual fund	***	571,364
	MFS International New Discovery A	Mutual fund	***	315,899
	MFS Value Fund R3	Mutual fund	***	137,055
	Neuberger & Berman Genesis Adv	Mutual fund	***	956,386
	Pimco High Yield Port I For Advice Track	Mutual fund	***	173,471
	Pimco Real Return I	Mutual fund	***	208,048
	Pimco Total Return A	Mutual fund	***	445,556
	Pimco Total Return I	Mutual fund	***	627,932
	T. Rowe Price Real Estate	Mutual fund	***	85,957
*	Wells Fargo Adv Asset Alloc Adm	Mutual fund	***	75,882
*	Wells Fargo Adv Global Opps I	Mutual fund	***	667,609
*	Stable Return Fund B	Common/ Collective Trust	***	258,249
*	Wells Fargo Core Bond Fund CIT	Common/ Collective Trust	***	228,783
*	Wells Fargo Intl Bond Fund CIT	Common/ Collective Trust	***	190,114
*	Wells Fargo Large Cap Growth CIT	Common/ Collective Trust	***	178,575
*	Wells Fargo MFS Value CIT	Common/ Collective Trust	***	497,350
*	Wells Fargo Multi-Manager Small Cap CIT Advice Track	Common/ Collective Trust	***	179,192
*	Wells Fargo Stable Return Fund N25	Common/ Collective Trust	***	2,362,530
*	Wells Fargo T. Rowe Price I Large Cap Growth Management CIT	Common/ Collective Trust	***	107,213
*	Wells Fargo T. Rowe Price Inst Equity Income Managed CIT Advice Track	Common/ Collective Trust	***	286,214
*	Wells Fargo Thornburg International CIT	Common/ Collective Trust	***	211,033
				11,738,999
*	Participant loans	3.25%	***	216,990
				<u>11,955,989</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

**BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN**

INDEX

**For the Years Ended
December 31, 2013 and 2012**

	<u>Page</u>
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 – 14
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2013	15

SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

STEVEN M. SHUBERT, CPA*
PHILIP B. GOODMAN, CPA
JAY A. HUTTNER, CPA
JAMES A. HUTCHINGS, CPA

118 YORK ROAD
JENKINTOWN, PA 19046

TEL: (215) 884-5678
FAX: (215) 886-3578

MEMBERS:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC
ACCOUNTANTS
AICPA DIVISION FOR FIRMS PRIVATE
COMPANIES PRACTICE SECTION
AICPA DIVISION OF TAXATION
AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

Independent Auditors' Report

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Philadelphia, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Wells Fargo Bank 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.

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 schedule H, Line 4i (Schedule of Assets) as of or for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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.

A handwritten signature in black ink that reads "SHUBERT GOODMAN & HUTTNER, LLP". The signature is written in a cursive, flowing style.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 10, 2014

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
December 31,

	<u>2013</u>	<u>2012</u>
Assets:		
Participant directed investments, at fair value	<u>\$11,738,999</u>	<u>\$9,529,529</u>
Receivables:		
Employer's contribution	100,000	100,000
Notes receivable from participants	<u>216,990</u>	<u>199,342</u>
Total receivables	<u>316,990</u>	<u>299,342</u>
Total assets	<u>12,055,989</u>	<u>9,828,871</u>
Liabilities:		
Excess contributions payable	<u>11,046</u>	<u>6,196</u>
Net assets available for benefits	<u>\$12,044,943</u>	<u>\$9,822,675</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 1,557,031
Dividends	56,230
Mutual fund rebate income	<u>44,502</u>
Total investment income	<u>1,657,763</u>

Interest income on notes receivable from participants	<u>7,180</u>
---	--------------

Contributions:

Employer	283,893
Participants	555,655
Rollovers	<u>-</u>
Total contributions	<u>839,548</u>
Total additions	<u>2,504,491</u>

Deductions:

Benefits paid to participants	235,830
Administrative expenses	<u>46,393</u>
Total deductions	<u>282,223</u>

Net increase	2,222,268
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>9,822,675</u>
End of year	<u>\$12,044,943</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution and 401(k) salary deferral plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Administration of Plan Assets

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

3. Contributions

Each year, eligible participants may contribute up to 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2013 was \$183,893.

At the end of the Plan year, the Company, at the discretion of the Company's Board of Directors, also may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2013 was \$100,000.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, plan earnings, and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant's accounts are valued on a daily basis.

5. Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service with respect to profit sharing contributions and matching contributions. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

6. Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent, which commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions and from participants.

7. Payments of Benefits

The benefit to which a Participant is entitled is the benefit that can be provided from the participant's vested account. Participants withdrawing from the Plan may elect to receive their vested account balances in either a lump-sum amount, or in annual installments over a specified time period selected by the participant. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

8. Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2013 and 2012 forfeited non-vested accounts totaled \$21,194 and \$20,731 respectively. In 2013 and 2012 administrative expenses were reduced by \$1,203 and \$475 respectively, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

9. Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were approximately thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2013 excess contributions of \$11,046 to the applicable participants prior to March 15, 2014.

Payment of Benefits

Benefits are recorded when paid except for any excess contributions payable to participants, which are recorded as they become payable.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
December 31, 2013

Note B- Summary of Significant Accounting Policies – (continued)

Administrative Expenses

Administrative fees of the Plan include certain fees charged directly to individual participants, related directly to transactions or events associated with individual participant accounts. Expenses of administering the Plan are paid directly by the Company.

Subsequent Events

The Plan has evaluated subsequent events through September 10, 2014, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

At December 31, 2013 and 2012, the Plan's investments were held by the Trustee. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2013 and 2012, as reported by the Trustee is summarized as follows:

	<u>2013</u>	<u>2012</u>
Equity funds	\$ 4,941,428	\$4,211,897
Corporate Bond funds	1,455,007	1,284,496
Balanced funds	785,254	565,685
Other funds	58,057	-
Collective Trust funds	<u>4,499,253</u>	<u>3,467,451</u>
	<u>\$11,738,999</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note D- Information Prepared and Certified by Trustee – Unaudited – (continued)

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

	<u>2013</u>
Equity funds	\$1,144,361
Corporate Bond funds	(47,950)
Balanced funds	127,339
Collective Trust funds	<u>333,281</u>
Net appreciation on fair value of investments	<u>\$1,557,031</u>

The following represents the Plan's investments as of December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are itemized below:

	December 31,			
	<u>2013</u>		<u>2012</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Dreyfus Midcap Index Fund	17,809	654,473	18,865	545,777
Dreyfus S&P 500 Index Fund	16,976	829,274	*	*
Invesco Van Kampen Equity and Income A	66,545	709,372	55,798	512,787
Neuberger & Berman Genesis Adv	29,052	956,386	28,695	790,542
Pimco Total Return Institutional	44,433	627,932	35,169	510,020
Wells Fargo Advantage Global Opportun. Fund	14,826	667,609	*	*
Wells Fargo Stable Return Fund N25	209,229	2,362,530	198,017	2,204,603

* Did not represent 5% or more of the Plan's net assets.

Information included in the supplemental schedule of assets held at end of year.

Note E- Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)
The input levels are:

Level 1: Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Valuation is based upon; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Valuation is based upon unobservable inputs that are significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2013:

<u>Assets at Fair Value as of December 31, 2013</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,941,428	\$ -	\$ -	\$ 4,941,428
Corporate Bond funds	1,455,007	-	-	1,455,007
Balanced funds	785,254	-	-	785,254
Other funds	<u>58,057</u>	<u>-</u>	<u>-</u>	<u>58,057</u>
Total mutual funds	<u>7,239,746</u>	<u>-</u>	<u>-</u>	<u>7,239,746</u>
Collective trust funds:	<u>-</u>	<u>4,499,253</u>	<u>-</u>	<u>4,499,253</u>
Total assets at fair value	<u>\$7,239,746</u>	<u>\$4,499,253</u>	<u>\$ -</u>	<u>\$11,738,999</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2012:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,211,897	\$ -	\$ -	\$4,211,897
Corporate Bond funds	1,284,496	-	-	1,284,496
Balanced funds	<u>565,685</u>	<u>-</u>	<u>-</u>	<u>565,685</u>
Total mutual funds	<u>6,062,078</u>	<u>-</u>	<u>-</u>	<u>6,062,078</u>
Collective trust funds:	<u>-</u>	<u>3,467,451</u>	<u>-</u>	<u>3,467,451</u>
Total assets at fair value	<u>\$6,062,078</u>	<u>\$3,467,451</u>	<u>\$ -</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

<u>December 31,</u> <u>2013</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 258,249	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,362,530	-	Daily	12 months
All Other Collective				
Trust funds	\$1,878,474	-	Daily	Daily

<u>December 31,</u> <u>2012</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 211,479	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,204,603	-	Daily	12 months
All Other Collective				
Trust funds	\$1,051,369	-	Daily	Daily

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may chose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan and, therefore, the following transactions qualify as party-in-interest transactions.

Fees paid by the Plan for the custodial and record-keeping services amounted to \$46,393 for the year ended December 31, 2013. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note G- Plan Termination

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

Note H- Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving that determination letter. The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with applicable requirements of the IRC and as such is exempt from federal income taxes.

Plan management is required 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 be sustained upon examination by the Internal Revenue Service. The Plan administrator has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. 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 the Plan is no longer subject to income tax examinations for years prior to 2010.

Note I- Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Plan investments are not insured by FDIC or similar coverage.

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$12,044,943	\$9,822,675
Add: return of excess contributions	11,046	6,196
Less: employer's and participants' contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$11,955,989</u>	<u>\$9,728,871</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500 – (continued)

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from employer per financial statements	\$ 283,893	\$ 278,380
Add: last year's employee's contributions receivable	100,000	100,000
Less: this year's employer's contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
 Contributions received from employer per Schedule H of Form 5500	 <u>\$ 283,893</u>	 <u>\$ 278,380</u>

The following is a reconciliation of participant's contributions per the financial statements for the year ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from participants' per financial statements	\$555,655	\$536,277
Add: participant rollovers	-	10,853
Add: return of excess contributions for 2012 year	-	6,196
Add: return of excess contributions for 2013 year	11,046	-
Add: last year's participants' contributions receivable	-	417
Less: this year's participants' contributions receivable	<u>-</u>	<u>-</u>
 Contributions received from participants' per Schedule H of Form 5500	 <u>\$566,701</u>	 <u>\$553,743</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

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

Employer Identification Number 23-1441009

Plan Number: 001

December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Acadia Emerging Markets Equity Fund	Mutual Fund	***	58,057
	Aston Tamro Small Cap N	Mutual fund	***	230,847
	Dreyfus Midcap Index Fund	Mutual fund	***	654,473
	Dreyfus S&P 500 Index Fund	Mutual fund	***	829,274
	Harbor International Institutional	Mutual fund	***	246,205
	Invesco Van Kampen Equity and Income A	Mutual fund	***	709,372
	JP Morgan US Equity	Mutual fund	***	246,359
	Mainstay Large Cap Growth R1	Mutual fund	***	571,364
	MFS International New Discovery A	Mutual fund	***	315,899
	MFS Value Fund R3	Mutual fund	***	137,055
	Neuberger & Berman Genesis Adv	Mutual fund	***	956,386
	Pimco High Yield Port I For Advice Track	Mutual fund	***	173,471
	Pimco Real Return I	Mutual fund	***	208,048
	Pimco Total Return A	Mutual fund	***	445,556
	Pimco Total Return I	Mutual fund	***	627,932
	T. Rowe Price Real Estate	Mutual fund	***	85,957
*	Wells Fargo Adv Asset Alloc Adm	Mutual fund	***	75,882
*	Wells Fargo Adv Global Opps I	Mutual fund	***	667,609
*	Stable Return Fund B	Common/ Collective Trust	***	258,249
*	Wells Fargo Core Bond Fund CIT	Common/ Collective Trust	***	228,783
*	Wells Fargo Intl Bond Fund CIT	Common/ Collective Trust	***	190,114
*	Wells Fargo Large Cap Growth CIT	Common/ Collective Trust	***	178,575
*	Wells Fargo MFS Value CIT	Common/ Collective Trust	***	497,350
*	Wells Fargo Multi-Manager Small Cap CIT Advice Track	Common/ Collective Trust	***	179,192
*	Wells Fargo Stable Return Fund N25	Common/ Collective Trust	***	2,362,530
*	Wells Fargo T. Rowe Price I Large Cap Growth Management CIT	Common/ Collective Trust	***	107,213
*	Wells Fargo T. Rowe Price Inst Equity Income Managed CIT Advice Track	Common/ Collective Trust	***	286,214
*	Wells Fargo Thornburg International CIT	Common/ Collective Trust	***	211,033
				11,738,999
*	Participant loans	3.25%	***	216,990
				<u>11,955,989</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

**BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN**

INDEX

**For the Years Ended
December 31, 2013 and 2012**

	<u>Page</u>
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	4
Notes to Financial Statements	5 – 14
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2013	15

SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

STEVEN M. SHUBERT, CPA*
PHILIP B. GOODMAN, CPA
JAY A. HUTTNER, CPA
JAMES A. HUTCHINGS, CPA

118 YORK ROAD
JENKINTOWN, PA 19046

TEL: (215) 884-5678
FAX: (215) 886-3578

MEMBERS:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC
ACCOUNTANTS
AICPA DIVISION FOR FIRMS PRIVATE
COMPANIES PRACTICE SECTION
AICPA DIVISION OF TAXATION
AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

Independent Auditors' Report

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Philadelphia, Pennsylvania

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Wells Fargo Bank 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.

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 schedule H, Line 4i (Schedule of Assets) as of or for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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.

A handwritten signature in black ink that reads "SHUBERT GOODMAN & HUTTNER, LLP". The signature is written in a cursive, flowing style.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 10, 2014

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
December 31,

	<u>2013</u>	<u>2012</u>
Assets:		
Participant directed investments, at fair value	<u>\$11,738,999</u>	<u>\$9,529,529</u>
Receivables:		
Employer's contribution	100,000	100,000
Notes receivable from participants	<u>216,990</u>	<u>199,342</u>
Total receivables	<u>316,990</u>	<u>299,342</u>
Total assets	<u>12,055,989</u>	<u>9,828,871</u>
Liabilities:		
Excess contributions payable	<u>11,046</u>	<u>6,196</u>
Net assets available for benefits	<u>\$12,044,943</u>	<u>\$9,822,675</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Additions:

Investment income:

Net appreciation in fair value of investments	\$ 1,557,031
Dividends	56,230
Mutual fund rebate income	<u>44,502</u>
Total investment income	<u>1,657,763</u>

Interest income on notes receivable from participants	<u>7,180</u>
---	--------------

Contributions:

Employer	283,893
Participants	555,655
Rollovers	<u>-</u>
Total contributions	<u>839,548</u>
Total additions	<u>2,504,491</u>

Deductions:

Benefits paid to participants	235,830
Administrative expenses	<u>46,393</u>
Total deductions	<u>282,223</u>

Net increase	2,222,268
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>9,822,675</u>
End of year	<u>\$12,044,943</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan is a defined contribution and 401(k) salary deferral plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Administration of Plan Assets

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

3. Contributions

Each year, eligible participants may contribute up to 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2013 was \$183,893.

At the end of the Plan year, the Company, at the discretion of the Company's Board of Directors, also may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2013 was \$100,000.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

4. Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, plan earnings, and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant's accounts are valued on a daily basis.

5. Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service with respect to profit sharing contributions and matching contributions. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

6. Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent, which commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions and from participants.

7. Payments of Benefits

The benefit to which a Participant is entitled is the benefit that can be provided from the participant's vested account. Participants withdrawing from the Plan may elect to receive their vested account balances in either a lump-sum amount, or in annual installments over a specified time period selected by the participant. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

8. Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2013 and 2012 forfeited non-vested accounts totaled \$21,194 and \$20,731 respectively. In 2013 and 2012 administrative expenses were reduced by \$1,203 and \$475 respectively, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note A- Description of the Plan – (continued)

9. Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were approximately thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2013 excess contributions of \$11,046 to the applicable participants prior to March 15, 2014.

Payment of Benefits

Benefits are recorded when paid except for any excess contributions payable to participants, which are recorded as they become payable.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note B- Summary of Significant Accounting Policies – (continued)

Administrative Expenses

Administrative fees of the Plan include certain fees charged directly to individual participants, related directly to transactions or events associated with individual participant accounts. Expenses of administering the Plan are paid directly by the Company.

Subsequent Events

The Plan has evaluated subsequent events through September 10, 2014, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

At December 31, 2013 and 2012, the Plan's investments were held by the Trustee. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the Trustee as complete and accurate in accordance with Section 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 fair value of investments at December 31, 2013 and 2012, as reported by the Trustee is summarized as follows:

	<u>2013</u>	<u>2012</u>
Equity funds	\$ 4,941,428	\$4,211,897
Corporate Bond funds	1,455,007	1,284,496
Balanced funds	785,254	565,685
Other funds	58,057	-
Collective Trust funds	<u>4,499,253</u>	<u>3,467,451</u>
	<u>\$11,738,999</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note D- Information Prepared and Certified by Trustee – Unaudited – (continued)

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

	<u>2013</u>
Equity funds	\$1,144,361
Corporate Bond funds	(47,950)
Balanced funds	127,339
Collective Trust funds	<u>333,281</u>
Net appreciation on fair value of investments	<u>\$1,557,031</u>

The following represents the Plan's investments as of December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are itemized below:

	December 31,			
	<u>2013</u>		<u>2012</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Dreyfus Midcap Index Fund	17,809	654,473	18,865	545,777
Dreyfus S&P 500 Index Fund	16,976	829,274	*	*
Invesco Van Kampen Equity and Income A	66,545	709,372	55,798	512,787
Neuberger & Berman Genesis Adv	29,052	956,386	28,695	790,542
Pimco Total Return Institutional	44,433	627,932	35,169	510,020
Wells Fargo Advantage Global Opportun. Fund	14,826	667,609	*	*
Wells Fargo Stable Return Fund N25	209,229	2,362,530	198,017	2,204,603

* Did not represent 5% or more of the Plan's net assets.

Information included in the supplemental schedule of assets held at end of year.

Note E- Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)
The input levels are:

Level 1: Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Valuation is based upon; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Valuation is based upon unobservable inputs that are significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2013:

<u>Assets at Fair Value as of December 31, 2013</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,941,428	\$ -	\$ -	\$ 4,941,428
Corporate Bond funds	1,455,007	-	-	1,455,007
Balanced funds	785,254	-	-	785,254
Other funds	<u>58,057</u>	<u>-</u>	<u>-</u>	<u>58,057</u>
Total mutual funds	<u>7,239,746</u>	<u>-</u>	<u>-</u>	<u>7,239,746</u>
Collective trust funds:	<u>-</u>	<u>4,499,253</u>	<u>-</u>	<u>4,499,253</u>
Total assets at fair value	<u>\$7,239,746</u>	<u>\$4,499,253</u>	<u>\$ -</u>	<u>\$11,738,999</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2012:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,211,897	\$ -	\$ -	\$4,211,897
Corporate Bond funds	1,284,496	-	-	1,284,496
Balanced funds	<u>565,685</u>	<u>-</u>	<u>-</u>	<u>565,685</u>
Total mutual funds	<u>6,062,078</u>	<u>-</u>	<u>-</u>	<u>6,062,078</u>
Collective trust funds:	<u>-</u>	<u>3,467,451</u>	<u>-</u>	<u>3,467,451</u>
Total assets at fair value	<u>\$6,062,078</u>	<u>\$3,467,451</u>	<u>\$ -</u>	<u>\$9,529,529</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note E- Fair Value Measurements – (continued)

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

<u>December 31,</u> <u>2013</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 258,249	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,362,530	-	Daily	12 months
All Other Collective				
Trust funds	\$1,878,474	-	Daily	Daily

<u>December 31,</u> <u>2012</u>	<u>Fair Value</u>	<u>Unfunded</u> <u>Commitments</u>	<u>Redemption</u> <u>Frequency</u> <u>(if currently</u> <u>eligible)</u>	<u>Redemption</u> <u>Notice Period</u>
Collective trust				
Stable Return Fund B	\$ 211,479	-	Daily	12 months
Wells Fargo Stable				
Return Fund N25	\$2,204,603	-	Daily	12 months
All Other Collective				
Trust funds	\$1,051,369	-	Daily	Daily

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may chose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan and, therefore, the following transactions qualify as party-in-interest transactions.

Fees paid by the Plan for the custodial and record-keeping services amounted to \$46,393 for the year ended December 31, 2013. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note G- Plan Termination

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

Note H- Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving that determination letter. The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with applicable requirements of the IRC and as such is exempt from federal income taxes.

Plan management is required 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 be sustained upon examination by the Internal Revenue Service. The Plan administrator has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. 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 the Plan is no longer subject to income tax examinations for years prior to 2010.

Note I- Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Plan investments are not insured by FDIC or similar coverage.

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$12,044,943	\$9,822,675
Add: return of excess contributions	11,046	6,196
Less: employer's and participants' contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$11,955,989</u>	<u>\$9,728,871</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2013

Note J- Reconciliation of Financial Statements to Schedule H of Form 5500 – (continued)

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from employer per financial statements	\$ 283,893	\$ 278,380
Add: last year's employee's contributions receivable	100,000	100,000
Less: this year's employer's contributions receivable	<u>(100,000)</u>	<u>(100,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 283,893</u>	<u>\$ 278,380</u>

The following is a reconciliation of participant's contributions per the financial statements for the year ended December 31, 2013 and 2012 to Schedule H of Form 5500:

	December 31, <u>2013</u>	<u>2012</u>
Contributions from participants' per financial statements	\$555,655	\$536,277
Add: participant rollovers	-	10,853
Add: return of excess contributions for 2012 year	-	6,196
Add: return of excess contributions for 2013 year	11,046	-
Add: last year's participants' contributions receivable	-	417
Less: this year's participants' contributions receivable	<u>-</u>	<u>-</u>
Contributions received from participants' per Schedule H of Form 5500	<u>\$566,701</u>	<u>\$553,743</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

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

Employer Identification Number 23-1441009

Plan Number: 001

December 31, 2013

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Acadia Emerging Markets Equity Fund	Mutual Fund	***	58,057
	Aston Tamro Small Cap N	Mutual fund	***	230,847
	Dreyfus Midcap Index Fund	Mutual fund	***	654,473
	Dreyfus S&P 500 Index Fund	Mutual fund	***	829,274
	Harbor International Institutional	Mutual fund	***	246,205
	Invesco Van Kampen Equity and Income A	Mutual fund	***	709,372
	JP Morgan US Equity	Mutual fund	***	246,359
	Mainstay Large Cap Growth R1	Mutual fund	***	571,364
	MFS International New Discovery A	Mutual fund	***	315,899
	MFS Value Fund R3	Mutual fund	***	137,055
	Neuberger & Berman Genesis Adv	Mutual fund	***	956,386
	Pimco High Yield Port I For Advice Track	Mutual fund	***	173,471
	Pimco Real Return I	Mutual fund	***	208,048
	Pimco Total Return A	Mutual fund	***	445,556
	Pimco Total Return I	Mutual fund	***	627,932
	T. Rowe Price Real Estate	Mutual fund	***	85,957
*	Wells Fargo Adv Asset Alloc Adm	Mutual fund	***	75,882
*	Wells Fargo Adv Global Opps I	Mutual fund	***	667,609
*	Stable Return Fund B	Common/ Collective Trust	***	258,249
*	Wells Fargo Core Bond Fund CIT	Common/ Collective Trust	***	228,783
*	Wells Fargo Intl Bond Fund CIT	Common/ Collective Trust	***	190,114
*	Wells Fargo Large Cap Growth CIT	Common/ Collective Trust	***	178,575
*	Wells Fargo MFS Value CIT	Common/ Collective Trust	***	497,350
*	Wells Fargo Multi-Manager Small Cap CIT Advice Track	Common/ Collective Trust	***	179,192
*	Wells Fargo Stable Return Fund N25	Common/ Collective Trust	***	2,362,530
*	Wells Fargo T. Rowe Price I Large Cap Growth Management CIT	Common/ Collective Trust	***	107,213
*	Wells Fargo T. Rowe Price Inst Equity Income Managed CIT Advice Track	Common/ Collective Trust	***	286,214
*	Wells Fargo Thornburg International CIT	Common/ Collective Trust	***	211,033
				11,738,999
*	Participant loans	3.25%	***	216,990
				<u>11,955,989</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.