

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SGC ASSOCIATES' PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>050</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1972</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>050</u>	1c Effective date of plan <u>07/01/1972</u>	
1b Three-digit plan number (PN) ▶	<u>050</u>				
1c Effective date of plan <u>07/01/1972</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SAFELITE GROUP, INC.</u> <u>2400 FARMERS DRIVE</u> <u>COLUMBUS, OH 43235-2762</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1725961</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-210-9000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1725961</u>	2c Sponsor's telephone number <u>614-210-9000</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>31-1725961</u>					
2c Sponsor's telephone number <u>614-210-9000</u>					
2d Business code (see instructions) <u>339900</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	MICHELLE BEITER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 4161
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 260
b Retired or separated participants receiving benefits	6b 1243
c Other retired or separated participants entitled to future benefits	6c 2443
d Subtotal. Add lines 6a , 6b , and 6c	6d 3946
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 166
f Total. Add lines 6d and 6e	6f 4112
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>
2	Assets:
a	Market value 2a <u>70561878</u>
b	Actuarial value 2b <u>69269634</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>1344</u> <u>38899131</u>
b	For terminated vested participants..... 3b <u>2509</u> <u>31513500</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>4280918</u>
(3)	Total active..... 3c(3) <u>308</u> <u>4280918</u>
d	Total..... 3d <u>4161</u> <u>74693549</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... 4b
5	Effective interest rate 5 <u>6.25 %</u>
6	Target normal cost 6 <u>800000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/30/2014</u>
	Signature of actuary	Date
<u>FREDERIK N. HEIDORN</u>	Type or print name of actuary	<u>14-00375</u>
		Most recent enrollment number
<u>AON CONSULTING, INC.</u>	Firm name	<u>213-630-2900</u>
		Telephone number (including area code)
<u>707 WILSHIRE BLVD, SUITE 2600</u> <u>LOS ANGELES, CA 90017</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		274462
b Interest on (a) using prior year's effective interest rate of <u>5.42</u> % except as otherwise provided (see instructions)		14875
c Total available at beginning of current plan year to add to prefunding balance		289337
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	92.73 %
15 Adjusted funding target attainment percentage	15	92.73 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/11/2013	1114310	0	09/10/2014	1637800	0
07/10/2013	784047	0			
10/11/2013	784047	0			
01/13/2014	784047	0			
04/10/2014	979100	0			
07/14/2014	818900	0			
			Totals ►	18(b)	6902251
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6471187
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	800000
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		5423915	2684624
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	3484624
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36		3484624
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		6471187
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	2986563
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

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

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

A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ▶ 050
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961

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
DODGE & COX FUNDS

94-6067274

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
SOUTHEASTERN ASSET MANAGEMENT INC

62-0951781

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

27-2990431

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

23-1945930

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

LOOMIS SAYLES & COMPANY LP

04-3200030

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

PIMCO FUNDS

95-2632339

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

MERIDIAN CAPITAL PARTNERS INC

59-3414456

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

ARCHSTONE PARTNERS LP

13-3593687

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

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

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

(b) Enter name and EIN or address of person who provided you 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)

AON CONSULTING INC.

13-9744321

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	ACTUARIAL	350197	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WESTFIELD CAPITAL MANAGEMENT CO LP

80-0175963

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INVESTMENT MANAGEMENT	89091	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

US BANK NA

13-0841368

(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?
19 21 21 25 50 51	TRUSTEE/CUSTODIAN	63456	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

RAYMOND JAMES FINANCIAL CENTER

59-1531281

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INVESTMENT MANAGEMENT	63228	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COHEN & STEERS CAPITAL MANAGEMENT

13-3353336

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	INVESTMENT MANAGEMENT	36604	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN KEEGAN & COMPANY INC

64-0474907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33 51 71	INVESTMENT MANAGEMENT	19604	Yes ☒ No ☐	Yes ☐ No ☒	500	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)

REA & ASSOCIATES, INC.

34-1310124

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTING	11725	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY & CO INC

36-3145972

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	4369	Yes ☐ No ☒

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

RAYMOND JAMES & ASSOCIATES

59-1517485

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	3910	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)

BARCLAYS CAPITAL INC/LE

06-1031656

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1593	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</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)	2161185	4219847
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	27896	15411
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	7092633	6368074
(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)	27368542	20581222
(5) Partnership/joint venture interests	1c(5)	3765474	4254192
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	28719553	51194971
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	1472080	1526987

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	70607363	88160704

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	70607363	88160704
---	-----------	----------	----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6903985	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6903985

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	366759	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1080611	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1447370

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	24126737	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20128722	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3998015

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	4548960	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4548960

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6295525
c Other income	2c		5801
d Total income. Add all income amounts in column (b) and enter total	2d		23199656

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4688972	
(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)		4688972
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	425378	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	208527	
(4) Other	2i(4)	323438	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		957343
j Total expenses. Add all expense amounts in column (b) and enter total	2j		5646315

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		17553341
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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</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>31-0841368</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>44</u>

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

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

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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: 26.0% Investment-Grade Debt: 10.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 64.0%

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

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

SGC ASSOCIATES' PENSION PLAN

*Financial Statements as of December 31,
2013 and 2012 and for the Year Ended
December 31, 2013 and Supplemental
Schedules as of and for the year ended
December 31, 2013*



Rea & associates

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SGC ASSOCIATES' PENSION PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

October 15, 2014

To the Plan Committee
SGC Associates' Pension Plan

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of SGC Associates' Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013 and 2012, and the changes in its financial status for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets Held at End of Plan Year as of December 31, 2013 and Schedule of Reportable Transactions for the year ended December 31, 2013 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in cursive script that reads "Rea & Associates, Inc.".

Rea & Associates, Inc.
Dublin, Ohio

SGC ASSOCIATES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Cash and cash equivalents	\$ 6,368,074	\$ 7,092,633
Investments - at fair value as determined by quoted market price:		
Common and preferred stocks	20,581,222	27,368,542
Mutual funds	51,194,971	28,719,553
Foreign equities	<u>1,526,987</u>	<u>1,472,080</u>
Total investments - at fair value as determined by quoted market price	73,303,180	57,560,175
Investments - at estimated fair value:		
Limited partnerships	<u>4,254,192</u>	<u>3,765,474</u>
Total investments - at estimated fair value	<u>4,254,192</u>	<u>3,765,474</u>
Total investments	77,557,372	61,325,649
Contribution receivable	4,219,847	2,161,185
Accrued interest and dividend income	<u>15,411</u>	<u>27,896</u>
Total assets	<u>88,160,704</u>	<u>70,607,363</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 88,160,704</u>	<u>\$ 70,607,363</u>

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

SGC ASSOCIATES' PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013

	2013
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Interest and dividend income	\$ 1,447,370
Contributions	6,903,985
Net appreciation in fair value of investments:	
Common and preferred stocks	7,546,724
Mutual funds	6,295,525
Foreign equities	511,533
Limited partnerships	488,718
Total net appreciation in fair value of investments	14,842,500
Other	5,801
Total additions	23,199,656
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	4,688,972
Administrative expenses	638,464
Insurance premiums	318,879
Total deductions	5,646,315
INCREASE IN NET ASSETS	17,553,341
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	70,607,363
End of year	\$ 88,160,704

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

SGC ASSOCIATES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND 2012 AND FOR THE YEAR ENDED DECEMBER 31, 2013

1. DESCRIPTION OF THE PLAN

The following brief description of the SGC Associates' Pension Plan, formerly known as the Lear Siegler Diversified Holdings Corp. Pension Plan, (the "Plan") is provided for general information purposes. Participants should refer to the Plan Document for more complete information.

General - The Plan sponsor, Safelite Group, Inc., formerly known as Belron US, is hereinafter referred to as the "Company". This plan was merged with the Safelite Glass Corp. Associates' Pension Plan as of January 1, 2003. Upon the merger, the Plan's name was changed from the Lear Siegler Diversified Holdings Corp. Pension Plan to SGC Associates' Pension Plan. The Company maintains the Plan for certain former employees of Lear Siegler and all persons regularly employed by the Company as of June 30, 1992 (excluding certain collective bargaining employees to whom the Plan has not been extended).

The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan covers all employees who were participating in the Lear Siegler Diversified Holdings Corp. Pension Plan on June 30, 1976, and all persons regularly employed by the Company as of June 30, 1992. The Plan covers all employees and employees of participating divisions, including part-time employees, except employees who were members of a collective bargaining unit.

The normal retirement age for Plan participants is 65. Participants may elect reduced pension benefits with payments commencing at age 55 provided the individual has five or more years of service.

The normal pension benefit is a monthly payment, which is based upon fixed dollar amounts or a percentage of average compensation times the years of credited service as stated in the Plan agreement. A joint and survivor option is available to Plan participants.

Death and Disability Benefits – The beneficiary of an active employee whose employment is terminated as a result of death is entitled to receive a benefit in the form of either (1) joint and survivor annuity payment or (2) a lump-sum payment which is equal to the greater of two times average pay or two times the participant's prior year's compensation, subject to certain limitations.

If, after completion of ten years of service, an active employee becomes totally disabled and the condition continues for a period of five months, the participant will receive annual disability benefits that are equal to their accrued retirement pension determined as of the date of disability. Payments of such benefits commence after a determination date of disability has been made by the plan administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accounts of the Plan are maintained by U.S Bank, N.A., (the "trustee") on the basis of cash receipts and disbursements, except for investments and related transactions, which are recorded on an accrual basis. The financial statements, contained herein, include all material adjustments to report the financial statements on the accrual basis of accounting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Investment Valuation and Income Recognition - The Plan's assets are held by the trustee. Trust assets are comprised solely of assets of the Plan. The trustee performs the custodial functions for the Plan. The trustee has no investment discretion over Plan assets, but is directed by the investment managers and the Plan's sponsor with respect to the investment of the Plan's assets. 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 6 for discussion of fair value measurements.

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

Payment of Benefits - Benefit payments to participants are recorded when paid.

Party-in-Interest - Certain Plan investments are shares of cash equivalents and common stocks managed by affiliates of U.S. Bank, N.A. Transactions in such investments are party-in-interest transactions.

Recent Accounting Pronouncements - In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Administrative Expenses - Certain investment expenses, accounting fees and other administrative fees are paid by the Plan. Other services are provided by the Company at no charge to the Plan.

Subsequent Events - Subsequent events have been evaluated through October 15, 2014, which is the date the financial statements were available to be issued.

3. FUNDING POLICY

The Company contributes amounts, as necessary on an actuarial basis, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. This is accomplished by funding the Plan's past service cost over periods of ten to thirty years. The Company contributed \$6,903,985 for the year ending December 31, 2013. Of that total, \$4,219,847 was paid within the first eight and one-half months of the year ending December 31, 2014. Based on IRS guidelines, payments made within eight and one-half months after the end of the year may be reclassified to the previous fiscal year of the Plan. As such, the contribution has been recorded on both the statement of net assets available for benefits as of December 31, 2013 and the statement of changes in net assets available for benefits for the year ended December 31, 2013. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

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

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

The significant actuarial assumptions used in the valuations as of January 1, 2014 and 2013 were: (a) mortality rates according to the IRS Mandated Annuitant and Non-Annuitant Funding Tables for 2014 and 2013, (b) normal retirement age of 65 for 2014 and 2013, and (c) investment return rates of 6.80% for 2014 and 7.25% for 2013, compounded annually.

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

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (continued)

The present value of accumulated plan benefits (all benefits are vested) has been determined as of January 1 by the Plan's actuary as follows:

	January 1, 2014	January 1, 2013
Present value of accumulated plan benefits (vested):		
Retired participants and beneficiaries	\$ 38,139,406	\$ 35,958,880
Vested terminations	34,521,937	32,009,848
Actives	<u>-</u>	<u>-</u>
Total present value of accumulated plan benefits (vested)	<u>\$ 72,661,343</u>	<u>\$ 67,968,728</u>

The following table is a reconciliation of the present value of accumulated plan benefits from January 1, 2013, to January 1, 2014:

Present value of accumulated plan benefits, January 1, 2013	\$ 67,968,728
Changes due to:	
Benefit payments	(4,688,972)
Interest	4,760,731
Other - including benefits accumulated and actuarial gain or loss	<u>4,620,856</u>
Total Changes	<u>4,692,615</u>
Present value of accumulated plan benefits, January 1, 2014	<u>\$ 72,661,343</u>

5. INVESTMENTS

The Plan's investments, at fair value, which exceeded 5% of net assets available for benefits, are as follows as of December 31:

	2013	2012
Vanguard Instl Index	\$ 14,551,464	\$ - *
Dodge & Cox FDS	10,872,867	5,387,021
Prudential Finl. Inc.	6,737,317	4,061,453
Southernsun Small Cap Fund	6,371,240	4,476,082
Pimco Long Duration Tot R Is	5,896,502	6,145,551
Loomis Sayles I grade Fxd Incm Fd	5,092,534	3,832,307
Longleaf Partners Small Cap Fund	5,056,055	3,875,875
Pimco Long term Credit Inst.	3,354,310 *	5,002,716

*Balance does not represent 5% of net assets. Shown for comparative purposes only.

6. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

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

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

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Common stocks, preferred stocks and foreign equities: Valued at the closing price reported on the active market on which the individual securities are traded.

Limited partnerships: Value based on the proportional share of the partnerships' fair value as recorded in the partnerships' audited financial statements.

6. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013:

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond fund	\$ 14,343,346	\$ -	\$ -	\$ 14,343,346
Value funds	36,851,625	-	-	36,851,625
Total mutual funds	<u>51,194,971</u>	<u>-</u>	<u>-</u>	<u>51,194,971</u>
Common & preferred stocks:				
Financials	\$ 7,632,769	-	-	7,632,769
Information technology	2,665,468	-	-	2,665,468
Consumer Discretionary	3,078,376	-	-	3,078,376
Health care	2,496,754	-	-	2,496,754
Energy	799,597	-	-	799,597
Industrials	1,890,627	-	-	1,890,627
Consumer Staples	1,022,676	-	-	1,022,676
Materials	994,955	-	-	994,955
Total common & preferred stocks	<u>20,581,222</u>	<u>-</u>	<u>-</u>	<u>20,581,222</u>
Foreign equities:				
Energy	179,807	-	-	179,807
Health Care	785,851	-	-	785,851
Industrials	561,329	-	-	561,329
Total foreign equities	<u>1,526,987</u>	<u>-</u>	<u>-</u>	<u>1,526,987</u>
Limited partnerships:				
Blend fund	-	-	1,299,048	1,299,048
Index funds	-	-	2,955,144	2,955,144
Total limited partnerships	<u>-</u>	<u>-</u>	<u>4,254,192</u>	<u>4,254,192</u>
Total assets at fair value	<u>\$ 73,303,180</u>	<u>\$ -</u>	<u>\$ 4,254,192</u>	<u>\$ 77,557,372</u>

6. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Bond fund	\$ 14,980,575	\$ -	\$ -	\$ 14,980,575
Value funds	13,738,978	-	-	13,738,978
Total mutual funds	<u>28,719,553</u>	<u>-</u>	<u>-</u>	<u>28,719,553</u>
Common & preferred stocks:				
Financials	\$ 7,609,518	-	-	7,609,518
Information technology	4,980,736	-	-	4,980,736
Consumer Discretionary	3,147,493	-	-	3,147,493
Health care	3,039,421	-	-	3,039,421
Energy	2,614,252	-	-	2,614,252
Industrials	2,462,648	-	-	2,462,648
Consumer Staples	1,766,736	-	-	1,766,736
Materials	984,949	-	-	984,949
Utilities	563,900	-	-	563,900
Telecommunications Services	198,889	-	-	198,889
Total common & preferred stocks	<u>27,368,542</u>	<u>-</u>	<u>-</u>	<u>27,368,542</u>
Foreign equities:				
Energy	410,731	-	-	410,731
Health Care	333,672	-	-	333,672
Telecommunications Services	250,947	-	-	250,947
Materials	218,972	-	-	218,972
Information Technology	152,448	-	-	152,448
Industrials	105,310	-	-	105,310
Total foreign equities	<u>1,472,080</u>	<u>-</u>	<u>-</u>	<u>1,472,080</u>
Limited partnerships:				
Blend fund	-	-	2,592,821	2,592,821
Index funds	-	-	1,172,653	1,172,653
Total limited partnerships	<u>-</u>	<u>-</u>	<u>3,765,474</u>	<u>3,765,474</u>
Total assets at fair value	<u>\$ 57,560,175</u>	<u>\$ -</u>	<u>\$ 3,765,474</u>	<u>\$ 61,325,649</u>

6. FAIR VALUE MEASUREMENTS (continued)

The table below is a reconciliation of the Plan's Level 3 assets for the year ended December 31, 2013:

	Limited partnerships
Balance as of December 31, 2012	\$ 3,765,474
Purchases / issuances	422,841
Sales / settlements	-
Unrealized gain (loss)	65,877
Balance as of December 31, 2013	<u>\$ 4,254,192</u>

The following table summarizes investments measured at fair value based on net asset value (NAV) per share as of December 31, 2013:

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Limited Partnerships (a)	\$ 2,955,144	none	Quarterly	90 days
(b)	\$ 1,299,048	none	Quarterly - Annually	30-65 days

The following table summarizes investments measured at fair value based on net asset value (NAV) per share as of December 31, 2012:

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Limited Partnerships (a)	\$ 2,592,821	none	Quarterly	90 days
(b)	\$ 1,172,653	none	Quarterly - Annually	30-65 days

- a) Designed to achieve long term growth of capital with significantly lower volatility than the general markets. Capital is allocated across a number of strategies that are anticipated to be uncorrelated to each other and whose returns should complement each other. The Fund will attempt to reduce its individual manager risk by allocating its capital to several managers in each strategy. The Fund seeks to allocate approximately 60% of its assets to Directional Long/Short Equity managers that vary in style and market exposure. The Fund seeks to allocate the remaining 40% of assets to Non Directional Absolute Return managers whose investments are structured with the objective to perform independently of the direction of the market and reduce the Fund's volatility. Investments are subject to a one year hard lock up.
- b) This category includes investments in investment funds that pursue multiple strategies to diversify risks and reduce volatility. A portion of these investments cannot be redeemed at December 31, 2013. The remaining restriction period for these investments ranges from three to twelve months.

7. TAX STATUS

The Plan obtained its latest determination letter dated December 16, 2003, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

There are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2010.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan Document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

9. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of stocks of US Bancorp. US Bank is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

10. RISKS AND UNCERTAINTIES

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

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

SUPPLEMENTAL SCHEDULES

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4f - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Cash and cash equivalents:			
*	First American Treasury Obligation CL Y	Money Market Fund	\$ 6,368,074	\$ 6,368,074
	Total cash and cash equivalents		6,368,074	6,368,074
	Common and preferred stocks:			
	V F Corp	2632 shares	144,609	164,079
	Borg Warner Inc	3990 shares	175,186	223,081
	Johnson Controls	4120 shares	186,608	211,356
	Comcast Corp.	6180 shares	138,658	321,144
	Las Vegas Sands Corp.	2340 shares	123,866	184,556
	Lennar Corp	4500 shares	189,525	178,020
	Home Depot Inc.	3410 shares	160,268	280,779
	Amazon Com Inc.	760 shares	152,972	303,080
	Priceline Com Inc	315 shares	218,588	366,156
	Disney Walt Co.	4170 shares	193,266	318,588
	Gold River Production Inc.	4 shares	1	0
	Viacom Inc.	3150 shares	146,489	275,121
	Starbucks Corp.	3220 shares	150,606	252,416
	Whole Foods Mkt Inc.	2930 shares	136,871	169,442
	Costco Whsl Corp.	2390 shares	243,558	284,458
	The Hershey Company	2880 shares	155,950	280,022
	Mondelez International W I	8180 shares	210,651	288,754
	Halliburton Co.	4900 shares	151,188	248,675
	National Oilwell Varco Inc.	3860 shares	210,320	306,986
	Valero Energy Corp.	4840 shares	106,234	243,936
	State Str. Corp.	3300 shares	157,758	242,187
	Prudential Financial Inc.	73057 shares	3	6,737,317
	American International Group Inc.	5600 shares	187,036	285,880
	J P Morgan Chase Co.	3880 shares	165,681	226,902
	American Tower Corp	1760 shares	138,283	140,483
	Amgen Inc	1780 shares	201,603	203,062
	Celgene Corp.	3870 shares	210,882	653,906
	Cardinal Health Inc.	3980 shares	171,676	265,904
	Cooper Cos Inc.	2130 shares	168,682	263,779
	Abbvie Inc	6040 shares	294,440	318,972
	Bristol Myers Squibb Co	6840 shares	263,199	363,546
	Thermo Fisher Scientific Inc.	3840 shares	195,381	427,584
	Precision Castparts Corp.	1260 shares	193,162	339,318
	United Technologies Corp.	3270 shares	239,803	372,126
	Paccar Inc.	2570 shares	115,277	152,067
	Ametek Inc	5450 shares	251,934	287,052
	Danaher Corp.	3630 shares	191,265	280,236
	Caterpillar Inc.	2640 shares	228,083	239,738
	Csx Corp	7650 shares	186,685	220,091
	Salesforce Com Inc.	5810 shares	231,636	320,654
	Qualcomm Inc.	3790 shares	196,971	281,408
	Apple Inc.	999 shares	274,223	560,459
	Visa Inc.	1840 shares	237,656	409,731
	E Bay Inc.	2330 shares	119,449	127,835
	Facebook	4720 shares	208,471	257,943
	Google Inc. Cl A	631 shares	377,670	707,168
	Ca Inc.	8 shares	248	269
	F M C Corporation	3440 shares	208,076	259,582
	P P G Inds. Inc.	1290 shares	155,304	244,661
	Monsanto Co.	2260 shares	200,758	263,403
	Ecolab Inc.	2180 shares	182,624	227,309
	Total common and preferred stocks		9,149,333	20,581,222

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Mutual funds:				
Dodge & Cox International Stock Fund	252622.38 shares	9,276,473	10,872,867	
Longleaf Partners Small Cap Fund	155762.62 shares	3,815,619	5,056,055	
Vanguard Instl Index	85960.91 shares	11,988,894	14,551,464	
Southern Sun Small Cap Fund	207802.98 shares	2,901,730	6,371,240	
Loomis Sayles I Grade Fxd Incm Fd	402253.85 shares	4,965,181	5,092,534	
Pimco Long Duration Tot R Is	562106.96 shares	6,801,643	5,896,502	
Pimco Long Term Credit Inst.	287923.63 shares	3,495,937	3,354,310	
Total mutual funds		43,245,478	51,194,971	
Foreign equities:				
Suncor Energy	5130 shares	179,208	179,807	
Teva	11140 shares	434,616	446,491	
Actavis Plc	2020 shares	290,900	339,360	
Nielsen Holdings	5480 shares	191,809	251,477	
Tyco International Ltd	7550 shares	302,555	309,852	
Total foreign equities		1,399,088	1,526,987	
Limited partnerships:				
Archstone Partners LP	2,955,144 shares	1,789,860	2,955,144	
Meridian Horizon Fund LP	1,299,048 shares	1,104,793	1,299,048	
Total limited partnerships		2,894,653	4,254,192	
Total		\$ 63,056,626	\$ 83,925,446	

* Party in interest

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
* First American	First American Treasury Obligation CL Y	\$ 13,372,416	\$ -	\$ 13,372,416	\$ 13,372,416	\$ -
* First American	First American Treasury Obligation CL Y	-	13,599,281	13,599,281	-	-
Vanguard	Vanguard Inst Index	13,099,281	-	13,099,281	13,099,281	-
Type (ii) - Series of transactions with same broker in excess of 5% of assets						
Morgan Stanley & Co	Multiple assets	86,847	13,585,139	11,272,586	86,847	2,399,400
Raymond James & Assoc	Multiple assets	2,071,837	1,591,547	3,479,615	2,071,837	183,769
Type (iii) - Series of transactions in same security in excess of 5% of assets						
Dodge & Cox	Dodge & Cox International	3,672,703	-	3,672,703	3,672,703	-
* First American	First American Treasury Obligation CL Y	27,502,214	-	27,502,214	27,502,214	-
* First American	First American Treasury Obligation CL Y	-	28,162,257	28,162,257	-	-
Vanguard	Vanguard Inst Index	13,379,186	-	13,379,186	13,379,186	-
Vanguard	Vanguard Inst Index	-	1,500,000	1,390,292	-	109,708

* Party in interest

There were no type (iv) reportable transactions for the year ended December 31, 2013.
Columns (e) and (f) have been omitted because they are not applicable.

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39										
40-44						29	6			
45-49						41	33	4		
50-54						30	30	21	4	
55-59						22	14	11	12	4
60-64						10	8	6	9	1
65-69						6	2	1		
70+						1	1			2

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on segment rates with no lookback (as of January 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	4.94%
2nd Segment Rate	6.15%
3rd Segment Rate	6.76%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.75%
2nd Segment Rate	4.62%
3rd Segment Rate	5.72%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	See Table 1
Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e)
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year

7.25%

The applicable third segment rate limitation is 6.57%.

2012 Plan Year

7.25%

The applicable third segment rate limitation is 6.32%.

Trust Expenses Included in Target Normal Cost

\$800,000

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Table 1

Updated Retirement Rates

Age	Rate
55	5%
56	5%
57	5%
58	5%
59	5%
60	10%
61	10%
62	15%
63	15%
64	25%
65	75%
66	100%

Old Retirement Rates

Age	Rate
55	5%
56	5%
57	5%
58	5%
59	5%
60	5%
61	5%
62	20%
63	12%
64	12%
65	75%
66	100%

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2013****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

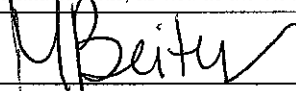
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- 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 SGC ASSOCIATES' PENSION PLAN	1b Three-digit plan number (PN) ▶ 050
	1c Effective date of plan 07/01/1972
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS OH 43235-2762	2b Employer Identification Number (EIN) 31-1725961
	2c Sponsor's telephone number 614-210-9000
	2d Business code (see instructions) 339900

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		<u>10/15/14</u>	MICHELLE BEITER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

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

Form 5500 (2013)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
• First American	First American Treasury Obligation CL Y	\$ 13,372,416	\$ -	\$ 13,372,416	\$ 13,372,416	\$ -
• First American	First American Treasury Obligation CL Y	-	13,599,281	13,599,281	-	-
Vanguard	Vanguard Inst Index	13,099,281	-	13,099,281	13,099,281	-
Type (ii) - Series of transactions with same broker in excess of 5% of assets						
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Raymond James & Assoc	Multiple assets	2,071,837	1,591,547	3,479,615	2,071,837	183,769
Type (iii) - Series of transactions in same security in excess of 5% of assets						
Dodge & Cox	Dodge & Cox International	3,672,703	-	3,672,703	3,672,703	-
• First American	First American Treasury Obligation CL Y	27,502,214	-	27,502,214	27,502,214	-
• First American	First American Treasury Obligation CL Y	-	28,162,257	28,162,257	-	-
Vanguard	Vanguard Inst Index	13,379,186	-	13,379,186	13,379,186	-
Vanguard	Vanguard Inst Index	-	1,500,000	1,390,292	-	109,708

* Party in interest

There were no type (iv) reportable transactions for the year ended December 31, 2013.
Columns (e) and (f) have been omitted because they are not applicable.

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

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

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

► Round off amounts to nearest dollar.

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

A Name of plan SGC Associates' Pension Plan		B Three-digit plan number (PN) ► 050
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Safelite Group, Inc.		D Employer Identification Number (EIN) 31-1725961
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value		2a	70,561,878
b Actuarial value		2b	69,269,634
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	1,344
b For terminated vested participants		3b	2,509
c For active participants:			
(1) Non-vested benefits		3c(1)	0
(2) Vested benefits		3c(2)	4,280,918
(3) Total active		3c(3)	308
d Total		3d	4,161
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.25 %
6 Target normal cost		6	800,000

Statement by Enrolled Actuary

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

SIGN HERE	<u>FRED HEIDORN</u> <u>FH</u>	<u>09/30/2014</u>
Signature of actuary		Date
<u>Frederick N. Heidorn</u>		<u>14-00375</u>
Type or print name of actuary		Most recent enrollment number
<u>Aon Consulting, Inc.</u>		<u>(213) 630-2900</u>
Firm name		Telephone number (including area code)
<u>707 Wilshire Blvd, Suite 2600</u>		
<u>Los Angeles</u>		
Address of the firm		
<u>CA 90017</u>		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____ %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		274,462
b Interest on (a) using prior year's effective interest rate of <u>5.42</u> % except as otherwise provided (see instructions)		14,875
c Total available at beginning of current plan year to add to prefunding balance		289,337
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	92.73 %
15 Adjusted funding target attainment percentage	15	92.73 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/11/2013	1,114,310		09/10/2014	1,637,800	
07/10/2013	784,047				
10/11/2013	784,047				
01/13/2014	784,047				
04/10/2014	979,100				
07/14/2014	818,900				
Totals ▶			18(b)	6,902,251	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6,471,187

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	800,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		5,423,915	2,684,624
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	3,484,624	
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....		0	0
36 Additional cash requirement (line 34 minus line 35).....	36	3,484,624	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	6,471,187	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,986,563	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 19—Discounted Employer Contributions
 Year applied for contributions: 2013

Date	Amount	Days to Discount to 1/1/2013 at 6.25%	Interest Adjusted Contribution
April 11, 2013	\$ 1,114,310	100	\$ 1,095,955
July 10, 2013	784,047	190	759,690
October 11, 2013	784,047	283	748,046
January 13, 2014	784,047	377	736,457
April 10, 2014	979,100	464	906,477
July 14, 2014	818,900	559	746,291
September 10, 2014	1,637,800	617	1,478,271
Total Contribution	\$ 6,902,251		\$ 6,471,187

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	10.00%	0.7738	4.64
61	10.00%	0.6964	4.25
62	15.00%	0.6268	5.83
63	15.00%	0.5327	5.03
64	25.00%	0.4528	7.25
65	75.00%	0.3396	16.56
66	100.00%	0.0849	5.60
Weighted Average			62.03

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Summary of Plan Provisions

The Lear Siegler Diversified Holding Corp. Pension Plan merged with the Safelite Pension Plan effective January 1, 2003.

Effective Date	Plan merger date is January 1, 2003. Effective July 1, 1995, there are no longer any active participants in the Lear Siegler Plan. Effective June 30, 1993, the Safelite Plan was frozen.
Plan Year	January 1 to December 31.
Participation	All remaining participants are either retirees in pay status, vested terminated participants entitled to immediate or deferred benefits, or Safelite actives.
Benefits	All accrued benefits have been determined and are frozen. Kirkhart benefit - certain participants as of June 30, 1988 are entitled to an additional lump sum payment, \$648.70 as of January 1, 2012.
Normal Retirement Date	The first of the month coincident with or next following the participant's 65th birthday.
Early Retirement Pension	
Early Retirement Date	The first of the month coincident with or next following the attainment of age 55 and five years of service (ten years for former Safelite Plan).
Monthly Retirement	the Accrued Benefit at Normal Retirement Date reduced actuarially for early commencement. Certain early retirement benefits are actuarially reduced in accordance with the provisions of predecessor plans.
Late Retirement Pension	
Eligibility Requirements	Retires subsequent to Normal Retirement Date.
Monthly Retirement	The actuarial equivalent of the Normal Retirement Pension.

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Disability Retirement Pension

Disability Retirement Date

Normal Retirement Date.

Monthly Retirement

Normal Retirement Benefit. Benefit Service continues during disability. Compensation remains constant from the start of disability. (There are currently no participants in this category, and no future eligibles.) Former Safelite Plan participants are entitled to a lump sum payment.

Normal Form of Benefit

The normal form for an unmarried employee is a straight life annuity. The normal form for a married employee who does not elect otherwise is an actuarially equivalent 50% contingent annuity with the spouse as beneficiary.

Death Benefits

Before Retirement

50% joint and survivor annuity actuarially reduced for early commencement. Not less than the 100% joint and survivor option based on the December 31, 1990 Accrued Benefit.

After Retirement

Only if an option providing for such is elected, or not declined.

Plan Changes Since the Prior Year

The funding, financial accounting and plan reporting valuations do not reflect any plan changes.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Cash and cash equivalents:			
*	First American Treasury Obligation CL Y	Money Market Fund	\$ 6,368,074	\$ 6,368,074
	Total cash and cash equivalents		6,368,074	6,368,074
	Common and preferred stocks:			
	V F Corp	2632 shares	144,609	164,079
	Borg Warner Inc	3990 shares	175,186	223,081
	Johnson Controls	4120 shares	186,608	211,356
	Comcast Corp.	6180 shares	138,658	321,144
	Las Vegas Sands Corp.	2340 shares	123,866	184,556
	Lennar Corp	4500 shares	189,525	178,020
	Home Depot Inc.	3410 shares	160,268	280,779
	Amazon Com Inc.	760 shares	152,972	303,080
	Priceline Com Inc	315 shares	218,588	366,156
	Disney Walt Co.	4170 shares	193,266	318,588
	Gold River Production Inc.	4 shares	1	0
	Viacom Inc.	3150 shares	146,489	275,121
	Starbucks Corp.	3220 shares	150,606	252,416
	Whole Foods Mkt Inc.	2930 shares	136,871	169,442
	Costco Whsl Corp.	2390 shares	243,558	284,458
	The Hershey Company	2880 shares	155,950	280,022
	Mondelez International W I	8180 shares	210,651	288,754
	Halliburton Co.	4900 shares	151,188	248,675
	National Oilwell Varco Inc.	3860 shares	210,320	306,986
	Valero Energy Corp.	4840 shares	106,234	243,936
	State Str. Corp.	3300 shares	157,758	242,187
	Prudential Financial Inc.	73057 shares	3	6,737,317
	American International Group Inc.	5600 shares	187,036	285,880
	J P Morgan Chase Co.	3880 shares	165,681	226,902
	American Tower Corp	1760 shares	138,283	140,483
	Amgen Inc	1780 shares	201,603	203,062
	Celgene Corp.	3870 shares	210,882	653,906
	Cardinal Health Inc.	3980 shares	171,676	265,904
	Cooper Cos Inc.	2130 shares	168,682	263,779
	Abbvie Inc	6040 shares	294,440	318,972
	Bristol Myers Squibb Co	6840 shares	263,199	363,546
	Thermo Fisher Scientific Inc.	3840 shares	195,381	427,584
	Precision Castparts Corp.	1260 shares	193,162	339,318
	United Technologies Corp.	3270 shares	239,803	372,126
	Paccar Inc.	2570 shares	115,277	152,067
	Ametek Inc	5450 shares	251,934	287,052
	Danaher Corp.	3630 shares	191,265	280,236
	Caterpillar Inc.	2640 shares	228,083	239,738
	Csx Corp	7650 shares	186,685	220,091
	Salesforce Com Inc.	5810 shares	231,636	320,654
	Qualcomm Inc.	3790 shares	196,971	281,408
	Apple Inc.	999 shares	274,223	560,459
	Visa Inc.	1840 shares	237,656	409,731
	E Bay Inc.	2330 shares	119,449	127,835
	Facebook	4720 shares	208,471	257,943
	Google Inc. Cl A	631 shares	377,670	707,168
	Ca Inc.	8 shares	248	269
	F M C Corporation	3440 shares	208,076	259,582
	P P G Inds. Inc.	1290 shares	155,304	244,661
	Monsanto Co.	2260 shares	200,758	263,403
	Ecolab Inc.	2180 shares	182,624	227,309
	Total common and preferred stocks		9,149,333	20,581,222

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2013

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Mutual funds:				
Dodge & Cox International Stock Fund	252622.38 shares	9,276,473	10,872,867	
Longleaf Partners Small Cap Fund	155762.62 shares	3,815,619	5,056,055	
Vanguard Instl Index	85960.91 shares	11,988,894	14,551,464	
Southern Sun Small Cap Fund	207802.98 shares	2,901,730	6,371,240	
Loomis Sayles I Grade Fxd Incm Fd	402253.85 shares	4,965,181	5,092,534	
Pimco Long Duration Tot R Is	562106.96 shares	6,801,643	5,896,502	
Pimco Long Term Credit Inst.	287923.63 shares	3,495,937	3,354,310	
Total mutual funds		43,245,478	51,194,971	
Foreign equities:				
Suncor Energy	5130 shares	179,208	179,807	
Teva	11140 shares	434,616	446,491	
Actavis Plc	2020 shares	290,900	339,360	
Nielsen Holdings	5480 shares	191,809	251,477	
Tyco International Ltd	7550 shares	302,555	309,852	
Total foreign equities		1,399,088	1,526,987	
Limited partnerships:				
Archstone Partners LP	2,955,144 shares	1,789,860	2,955,144	
Meridian Horizon Fund LP	1,299,048 shares	1,104,793	1,299,048	
Total limited partnerships		2,894,653	4,254,192	
Total		\$ 63,056,626	\$ 83,925,446	

* Party in interest

Schedule SB Attachment (Form 5500)—2013 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 2,871,886	January 1, 2008	2	\$ 1,470,556
Shortfall	\$ 2,123,105	January 1, 2009	3	\$ 742,087
Shortfall	\$ 2,215,692	January 1, 2010	4	\$ 594,607
Shortfall	\$ 1,951,562	January 1, 2011	5	\$ 428,830
Shortfall	\$ 3,286,759	January 1, 2012	6	\$ 620,976
Shortfall	\$ (7,025,089)	January 1, 2013	7	\$ (1,172,432)

Schedule SB Attachment (Form 5500)—2013 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the assumed expenses payable from the trust from \$600,000 to \$800,000.
- A change in the retirement rate assumptions to better represent Plan's experience.