Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 05/01/2012

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

SCHRADER-BRIDGEPORT INTERNATIONAL, INC.

9635 MAROON CIRCLE
SUITE 420
ENGLEWOOD, CO 80112-5927

2b Employer Identification Number (EIN)
95-3959558

2c Sponsor's telephone number
303-801-0433

2d Business code (see instructions)
332700

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.	03/25/2015	ALLYN JEROME
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/25/2015	ALLYN JEROME
	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 [X] 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**	356
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**	438
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	450
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	450
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	446
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	24
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T

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)	[X]	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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**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)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 SCHRADER-BRIDGEPORT INTERNATIONAL, INC.	**D** Employer Identification Number (EIN) 95-3959558

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).. . . . . [X] 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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

TOWER SQUARE SECURITIES INC

06-0843577

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 55 99	INVESTMENT ADVISORY	0	Yes [X] No [ ]	Yes [ ] No [X]	22509	Yes [ ] No [X]

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

CETERA ADVISOR NETWORKS LLC

95-3845382

(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?
22 55 99	INSURANCE REP/BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	15070	Yes [ ] No [X]

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	7602	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TOWER SQUARE SECURITIES INC	27 55 99	22509

(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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	COMMISSIONS, REFERRAL/SERVICE FEE AND PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CETERA ADVISOR NETWORKS LLC	22 55 99	15070

(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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	COMMISSIONS AND REFERRAL/SERVICE FEE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 006

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SCHRADER-BRIDGEPORT INTERNATIONAL, INC.

D Employer Identification Number (EIN)
95-3959558

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-6274328-001	C	2570309

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2010 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-001	C	671524

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2015 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-002	C	2690993

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2020 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-003	C	4846222

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2025 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-004	C	4424126

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2030 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-005	C	3165141

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2035 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-006	C	1934037

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2040 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-007	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1301388

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2045 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-008	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1061236

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2050 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172896

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2055 FD R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-010	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 292673

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST INCOME FUND R4

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-011	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24633

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
SCHRADER-BRIDGEPORT INTERNATIONAL, INC.

D Employer Identification Number (EIN)
95-3959558

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17873	0
(2) Participant contributions	1b(2)	7060	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	595097	726438
(9) Value of interest in common/collective trusts	1c(9)	20434748	23155179
(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)	1038593	1868917
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	22093371	25750534
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	22093371	25750534

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1200187	
	(B) Participants	2a(1)(B)	1115989	
	(C) Others (including rollovers)	2a(1)(C)	107210	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2423386
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	28404	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28404
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12892	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		12892
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3040884
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		253480
c Other income	2c		532
d Total income. Add all **income** amounts in column (b) and enter total	2d		5759578
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2091529	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	23	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2091552
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	7603	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	3260	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10863
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2102415
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3657163
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ANTON COLLINS MITCHELL LLP **(2)** EIN: 01-0724563

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		21148
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	0

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	0
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	0
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
SCHRADER-BRIDGEPORT INTERNATIONAL, INC.

D Employer Identification Number (EIN)
95-3959558

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-0127290

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Schrader-Bridgeport International, Inc. 401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012
and Year Ended December 31, 2013

ACM
Anton Collins Mitchell LLP
Accountants & Consultants

AN INDEPENDENT MEMBER OF
BDO
ALLIANCE USA

Schrader-Bridgeport International, Inc. 401(k) Plan

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012
and Year Ended December 31, 2013

Schrader-Bridgeport International, Inc.
401(k) Plan

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Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions – For the Year Ended December 31, 2013 17

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2013 18

ACM
Anton Collins Mitchell LLP
Accountants & Consultants

Independent Auditor's Report

The Plan Administrator of
the Schrader-Bridgeport International, Inc. 401(k) Plan
Englewood, Colorado

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Schrader-Bridgeport International, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

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

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

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

Anton Collins Mitchell LLP

Denver, Colorado
September 30, 2014

Schrader-Bridgeport International, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

As of December 31,	**2013**	2012
Assets		
Investments, at fair value:		
Collective investment trusts	**$ 23,155,179**	$ 20,434,748
Registered investment companies	**1,868,917**	1,038,593
Total investments	**25,024,096**	21,473,341
Receivables:		
Employer contributions	**-**	17,873
Participant contributions	**-**	7,060
Notes receivable from participants	**726,438**	595,098
Total receivables	**726,438**	620,031
Net assets reflecting assets at fair value	**25,750,534**	22,093,372
Adjustment from fair value to contract value for interest in investment in collective investment trust related to fully benefit-responsive contracts	**(15,558)**	(50,506)
Net assets available for benefits	**$ 25,734,976**	$ 22,042,866

See accompanying independent auditor's report and notes to financial statements.

Schrader-Bridgeport International, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31,	**2013**
Contributions:	
Employer, net of forfeitures	**$ 1,200,187**
Participant	**1,115,989**
Rollover	**107,210**
Total contributions	**2,423,386**
Investment income:	
Interest and dividend income	**33,009**
Net appreciation in fair value of investments	**3,309,727**
Interest earned on notes receivable from participants	**28,404**
Net investment income and interest earned on notes receivable from participants	**3,371,140**
Administrative expenses	**(10,864)**
Benefits paid to participants and notes deemed distributed	**(2,091,552)**
Total deductions	**(2,102,416)**
Net increase in net assets available for benefits	**3,692,110**
Net assets available for benefits, beginning of year	**22,042,866**
Net assets available for benefits, end of year	**$ 25,734,976**

See accompanying independent auditor's report and notes to financial statements.

Schrader-Bridgeport International, Inc. 401(k) Plan

Notes to Financial Statements

1. PLAN DESCRIPTION

The following description of the Schrader-Bridgeport International, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan, which was established May 1, 2012, is a defined contribution plan available for qualifying employees of Schrader-Bridgeport International, Inc. and Schrader Electronics Corporation (collectively, the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Trustee and Administration of the Plan

The trustee and record keeper of the Plan is Delaware Charter Guarantee and Trust Company d/b/a Principal Trust Company ("Principal" or "Trustee"). The administrator of the Plan is the Company. The Trustee holds all assets of the Plan in accordance with the provisions of the trust agreement and service provider contract with the Company. The Plan's Investment Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility

Each full time employee, as defined by the Plan Document, becomes an eligible participant of the Plan on their date of hire. Each part time employee, as defined by the Plan Document, becomes an eligible participant of the Plan after one year of employment with at least 1,000 hours worked.

Collectively bargained employees, unless a collective bargaining agreement provides for participation in this Plan; leased employees; independent contractors; and any person who works outside the United States is not eligible for the Plan.

1. PLAN DESCRIPTION (CONTINUED)

Contributions

Participants may contribute, on a pre-tax and after-tax Roth basis up to 75% of their qualifying annual compensation, subject to certain Internal Revenue Code ("IRC") limitations ($17,500 in 2013). Participants who have attained or will attain the age of 50 by the last day of the plan year may elect to make catch-up contributions, as defined by the Plan, subject to IRC limitations ($5,500 for 2013). An eligible participant will be automatically enrolled in the Plan at a 3% pre-tax contribution deferral rate, 30 days after meeting the eligibility requirements. Participants may affirmatively elect a different percentage or elect not to contribute to the Plan. Participants may change their contribution percentage at any time throughout the year.

The Company makes an employer matching contribution in amount equal to 100% of the participant's pre-tax, Roth, and catch-up contributions, limited to 3% of elective deferral contributions. The Company also makes a safe harbor contribution in an amount equal to 3% of compensation, as defined by the Plan Document, for all eligible participants, regardless of whether they are contributing to the Plan.

Rollover contributions transferred from other qualified retirement plans or from Individual Retirement Accounts ("IRA") are accepted as permitted by the Plan Document.

Participant Accounts and Investment Options

Each participant's account is credited with the participant's pre-tax, roth, catch-up, and rollover contributions; employer safe harbor contributions and employer matching contributions; and an allocation of plan earnings or losses thereon. Each participant's account is charged with withdrawals and expenses. Earnings or losses from investment funds are allocated to each participant's account in the proportion that the balance of each participant's account bears to the total balance of all participants in each fund. Participants may direct the investment of their account balances into various investment options offered by the Plan, and may change their investment elections at any time. The Plan offers various registered investment companies and collective investment trusts as investment options for participants. The benefit to which participants are entitled is the vested portion of their accounts.

1. PLAN DESCRIPTION (CONTINUED)

Vesting

Participants are immediately 100% vested in their pre-tax, roth, catch-up, rollover and the Company's safe harbor contributions. Employer matching contributions vest at 100% after three years of service. Upon death, total disability, reaching normal retirement age (age 59½), or termination of the Plan, a participant's account becomes fully vested.

Forfeitures

Forfeitures arising from non-vested employer matching contributions may be used to offset future employer contributions or pay plan expenses. As of December 31, 2013 and 2012, there were $5,722 and $3,831, respectively, in forfeited accounts. During the year ended December 31, 2013, $15,511 of forfeitures were used to reduce employer contributions and $2,735 were used to pay plan administrative expenses.

Payment of Benefits

A participant's vested interest in the Plan is payable upon termination of employment, retirement, death, or disability. Upon termination of service, a participant may elect to receive the distribution in a lump sum or annuity, rollover the vested balance to another qualified plan or individual retirement account ("IRA"), or to leave the account in the Plan up to age 70½, at which time one of the above distribution options must be selected if no longer employed.

Terminated participants whose account balance is less than $1,000, will receive a lump-sum cash distribution, if the participant does not elect another form of distribution. For terminated participants whose account balance is greater than $1,000 but less than $5,000, the account balance will be rolled over into an IRA in the name of the participant if the participant does not elect another form of distribution.

Actively employed participants can begin drawing their vested balance of safe harbor contributions and employer matching contributions, along with their pre-tax, roth, and rollover balances without penalty at age 59½. In-service hardship and other in-service distributions are allowed if certain criteria are met.

1. PLAN DESCRIPTION (CONTINUED)

Notes Receivable from Participants

Participants may to borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. Participants may only have one outstanding note at any given time. Notes bear a reasonable rate of interest which is fixed through the term of the note. The maximum note term is 54 months and notes are repaid through regular payroll deductions. The notes are subject to certain restrictions, as defined by the Plan Document, and applicable restrictions under the IRC. Notes are considered delinquent 90 days after payment is due. Interest rates for the notes outstanding as of December 31, 2013 range from 4.25% and 9.00%.

Plan Termination

Although the Company has not expressed any intent to discontinue the Plan, it may do so at any time. In the event of termination of the Plan, participants become fully vested in all accounts and the assets of the Plan shall be distributed to the participants in proportion to their respective account balances.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value as further described in Note 4, *Fair Value Measurements and Disclosures.* 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and Trustee.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Plan invests in a fully-benefit responsive investment contract through its investment in the Union Bond & Trust Company Principal Stable Value Fund ("Principal Stable Value Fund"), a collective investment trust fund. Union Bond & Trust Company, the trustee of the Principal Stable Value Fund, is a wholly owned subsidiary of Principal Financial Group. The objective of Principal Stable Value Fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile and provide liquidity for benefit-responsive payments. The Principal Stable Value Fund seeks to achieve this objective by investing primarily in a variety of high quality stable value investment contracts (the performance of which may be predicated on underlying fixed income securities) as well as cash and cash equivalents. The duration of the Principal Stable Value Fund will not exceed 4 years.

Participants can ordinarily direct the withdrawal or transfer of all or a portion of their investment at the contract value. In accordance with the Plan, net investment income, if any, and realized and unrealized gains on investments are not distributed. The average yield earned by the Principal Stable Value Fund at December 31, 2013 and 2012 0.84% and 1.27%, respectively. The interest rate credited to participants during 2013 and 2012 was 0.83% and 0.78%, respectively.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Contract value represents the contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer their balances at contract value. The funds generally permit daily redemption. The contract issuer is contractually obligated to pay the principal and specified interest rates guaranteed. Certain events may limit the ability of the Plan to transact at contract value with the issuer (such as termination of the Plan, termination of the fund as an investment option, or disposition of the business). See discussion of the sale of business within Note 11 – *Subsequent Events*. A twelve month notice requirement may be imposed for full or partial withdrawal by the plan sponsor. The Plan Administrator does not believe that this event would limit the Plan's ability to transact at contract value are probable of occurring.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Recognition

Interest income is recorded as earned on the accrual basis. Dividend income and capital gains are recorded on the ex-dividend date. Purchases and sales are recorded on a trade-date basis. The net appreciation (depreciation) in the fair value of investments represents the realized and unrealized gains and losses on the investments as well as the reinvested capital gains received.

Contributions

Participant contributions and related employer contributions are recognized in the period during which the Company makes the respective payroll deduction from the participant accounts.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid as of December 31, 2013 or 2012.

Administrative Expenses

The Plan may pay for eligible Plan expenses as provided by the Plan Document. Fees related to the administration of notes receivable from participants and hardship distributions are charged directly to the participant's account and are included in administration expenses. Administrative expenses amounted to $10,864 for the year ended December 31, 2013. All other expenses of the Plan incurred during 2013 were paid by the Company and are excluded from these financial statements.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified the following information included in the accompanying financial statements and supplemental schedule as complete and accurate:

- Investments and participant notes receivable as reported in the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012. The Principal Stable Value Fund Collective Investment Trust was certified at fair value and the adjustment from fair value to contract value for interest in investment in collective investment trust related to fully benefit-responsive contracts was also certified.
- Investment income and interest earned on participant notes receivable as reported on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013
- Investment information included in the Notes to Financial Statements
- All investment information included in the Supplemental Schedule - Form 5500 - Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2013

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets for identical assets and liabilities. Level 2 inputs are inputs for quoted prices for similar assets or liabilities in active markets; inputs for quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. Level 3 inputs are the lowest priority and are unobservable and significant to the fair value measurement of an asset or liability.

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

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

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

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

Collective Investment Trusts: Are valued at the NAV of units of the collective investment trust (the "CIT"). The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less liabilities held by the fund. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions may occur daily at NAV or contract value with no notice requirements, as further described in Note 2 – *Valuation of Investments*. Were the Plan to initiate full redemption of the CIT the trustee reserves the right to temporarily delay withdrawal in order to ensure liquidation is carried out in an orderly business manner. The collective investment trusts are balanced/asset allocation funds (target date funds) and the stable value fund (fixed income fund).

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

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

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

December 31, 2013	**Level 1**	**Level 2**	**Level 3**	**Total**
Collective investment trusts:				
Balanced/asset allocation	**$ -**	**$ 20,584,870**	**$ -**	**$ 20,584,870**
Short-term fixed income	**-**	**2,570,309**	**-**	**2,570,309**
Registered investment companies:				
Large U.S. equity	**445,757**	**-**	**-**	**445,757**
Small/Mid U.S. equity	**905,436**	**-**	**-**	**905,436**
International equity	**199,368**	**-**	**-**	**199,368**
Fixed income	**318,356**	**-**	**-**	**318,356**
Total assets at fair value	**$ 1,868,917**	**$ 23,155,179**	**$ -**	**$ 25,024,096**

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

December 31, 2012	Level 1	Level 2	Level 3	Total
Collective investment trusts:				
Balanced/asset allocation	$ -	$ 18,235,403	$ -	$18,235,403
Short-term fixed income	-	2,199,345	-	2,199,345
Registered investment companies:				
Large U.S. equity	381,500	-	-	381,500
Small/Mid U.S. equity	227,808	-	-	227,808
International equity	100,106	-	-	100,106
Fixed income	329,179	-	-	329,179
Total assets at fair value	$ 1,038,593	$ 20,434,748	$ -	$ 21,473,341

5. INVESTMENTS

The fair value of individual investments that represent 5% or more of the Plan's total net assets as of December 31, 2013 and 2012 are identified as follows:

	2013	2012
Principal Trust Target 2020 Fund	**$4,846,222**	$4,417,041
Principal Trust Target 2025 Fund	**4,424,126**	3,988,672
Principal Trust Target 2030 Fund	**3,165,141**	2,148,155
Principal Trust Target 2015 Fund	**2,690,993**	2,825,807
Principal Stable Value Fund	**2,570,309**	2,199,345
Principal Trust Target 2035 Fund	**1,934,037**	1,462,087
Principal Trust Target 2040 Fund	**1,301,388**	1,003,987*

** Investment listed was not 5% in its respective year, but is presented for comparative purposes.*

During 2013, the Plan's investments in registered investment companies and collective investment trusts (including gains and losses on investments bought and sold as well as held during the year and capital gains reinvested) appreciated in value as follows:

For the Year Ended December 31,	**2013**
Registered investment companies	**$ 253,480**
Collective investment trusts	**3,056,247**
Total	**$ 3,309,727**

6. INCOME TAX STATUS

Under Internal Revenue Service ("IRS") Notice 2012-76, plan sponsors with an employer identification number ending in 3 or 8, may submit their plan determination letter applications during the period beginning February 1, 2013 and ending January 31, 2014. The Company filed a Determination Letter Application with the IRS in January 2014. The request for the determination is still pending. Though the IRS has not made a determination, the plan administrator and Plan management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. They believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date, therefore no provision for income taxes has been included in the Plan's financial statements.

6. INCOME TAX STATUS (CONTINUED)

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2012.

7. PARTY-IN-INTEREST TRANSACTIONS

The Plan has a service agreement with Principal that renews annually unless cancelled by either party with prior written notice. Payments to Principal by the Plan consisted of administrative fees totaling $10,864 for the plan year ended December 31, 2013. Principal may also receive certain indirect compensation related to the Plan's investments. The above transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

8. RISKS AND UNCERTAINTIES

The Plan provides for various investments in registered investment companies and collective investment trusts. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Additionally, the value, liquidity, and related income of the investments are sensitive to changes in economic conditions, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Due to the level of risk associated with certain investments and the level of uncertainty related to the changes in the value of investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits and net increase in net assets available for benefits per the financial statements to Form 5500:

As of December 31,	**2013**	2012
Net assets available for benefits per the financial statements	**$ 25,734,976**	$ 22,042,866
Plus: Adjustment from fair value to contract value for interest in collective investment trust relating to fully benefit-responsive investment contracts	**15,558**	50,506
Net assets available for benefits per the Form 5500 (unaudited)	**$ 25,750,534**	$ 22,093,372

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

For the Year Ended December 31,	**2013**
Net increase in net assets available for benefits per the financial statements	**$ 3,692,110**
Less: 2012 adjustment from fair value to contract value related to collective investment trusts	**(50,506)**
Plus: 2013 adjustment from fair value to contract value related to collective investment trusts	**15,558**
Plan's increase in net assets available per the Form 5500 (unaudited)	**$ 3,657,162**

Participant loans are reported as notes receivable from participants in the accompanying financial statements as required by current authoritative guidance; however, for Form 5500 purposes and reporting on the supplemental Schedule of Assets (Held at End of Year) they are shown as investments, as required.

10. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2013 and 2012, the Company erroneously failed to timely remit certain employee contributions to the Plan in the amount of $12,591 and $12,506, respectively. The Company has remitted $8,877, including lost earnings in 2013. The Company will remit any remaining amount due including lost earnings as soon as administratively possible.

11. SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 30, 2014, which is the date the financial statements were available to be issued. No events or transactions discovered during this evaluation require recognition or disclosure in the financial statements, other than the event noted below.

On August 18, 2014, Schrader-Bridgeport International reached an agreement to be acquired by Sensata Technologies. As of the date of the financial statements, the transaction had not been finalized and there have been no changes to the Plan as a result of this agreement.

Supplemental Schedules

Schrader-Bridgeport International, Inc.
401(k) Plan

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions – For the Year Ended December 31, 2013

EIN: 95-3959558
Plan Number: 006

Participant Contributions Transferred Late to Plan		Contributions Not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (Including Lost Earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute Non-exempt Prohibited Transactions
*Schrader-Bridgeport International, Inc.						
2012	$ 12,506	$ 3,787	$ 8,877	$ -	$ -	$ 12,664
2013	$ 12,591	$ 12,591	$ -	$ -	$ -	$ 12,591

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

See accompanying independent auditor's report and notes to the financial statements.

Schrader-Bridgeport International, Inc.
401(k) Plan

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2013

EIN: 95-3959558
Plan Number: 006

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	PRINCIPAL STABLE VALUE FUND	Collective Investment Trust	(1)	$ 2,570,309
*	PRINCIPAL TRUST INCOME FUND	Collective Investment Trust	(1)	24,634
*	PRINCIPAL TRUST TARGET 2010 FUND	Collective Investment Trust	(1)	671,524
*	PRINCIPAL TRUST TARGET 2015 FUND	Collective Investment Trust	(1)	2,690,993
*	PRINCIPAL TRUST TARGET 2020 FUND	Collective Investment Trust	(1)	4,846,222
*	PRINCIPAL TRUST TARGET 2025 FUND	Collective Investment Trust	(1)	4,424,126
*	PRINCIPAL TRUST TARGET 2030 FUND	Collective Investment Trust	(1)	3,165,141
*	PRINCIPAL TRUST TARGET 2035 FUND	Collective Investment Trust	(1)	1,934,037
*	PRINCIPAL TRUST TARGET 2040 FUND	Collective Investment Trust	(1)	1,301,388
*	PRINCIPAL TRUST TARGET 2045 FUND	Collective Investment Trust	(1)	1,061,236
*	PRINCIPAL TRUST TARGET 2050 FUND	Collective Investment Trust	(1)	172,896
*	PRINCIPAL TRUST TARGET 2055 FUND	Collective Investment Trust	(1)	292,673
*	PRINCIPAL INCOME R4 FUND	Registered Investment Company	(1)	299,606
*	PRINCIPAL CORE PLUS BOND I R4 FUND	Registered Investment Company	(1)	18,750
*	PRINCIPAL CAPITAL APPRECIATION R4 FUND	Registered Investment Company	(1)	51,911
*	PRINCIPAL EQUITY INCOME R4 FUND	Registered Investment Company	(1)	61,236
*	PRINCIPAL LARGECAP S&P 500 INDEX R4 FUND	Registered Investment Company	(1)	100,648
	T ROWE PRICE / BROWN ADVISORY LARGECAP GROWTH I R4 FUND	Registered Investment Company	(1)	231,962
	FIDELITY ADVISOR SMALL CAP VALUE T FUND	Registered Investment Company	(1)	299,547
	GOLDMAN SACHS / LA CAPITAL MGMT MIDCAP VALUE I R4 FUND	Registered Investment Company	(1)	54,321
	JANUS TRITON R FUND	Registered Investment Company	(1)	230,977
*	PRINCIPAL MIDCAP S&P 400 INDEX R4 FUND	Registered Investment Company	(1)	133,909
*	PRINCIPAL SMALLCAP S&P 600 INDEX R4 FUND	Registered Investment Company	(1)	86,367
	PRUDENTIAL JENNISON MID CAP GROWTH A FUND	Registered Investment Company	(1)	100,315
	AMERICAN FUNDS EUROPACIFIC GROWTH R3 FUND	Registered Investment Company	(1)	35,170
	CAPITAL RESEARCH AM FDS NEW PERSP R3 FUND	Registered Investment Company	(1)	87,142
*	PRINCIPAL INTERNATIONAL EMERGING MARKETS R4 FUND	Registered Investment Company	(1)	77,056
	TOTAL INVESTMENTS			25,024,096
*	PARTICIPANT NOTE RECEIVABLE (loans)	Interest rate is 4.25% to 9.00%, various maturity dates		726,438
	TOTAL ASSETS HELD (held at end of year)			$ 25,750,534

* Represents a party-in-interest as defined by ERISA.
(1) The cost of participant-directed investments is not required to be disclosed.

See accompanying independent auditor's report.

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K

EIN 95 3959558
PLAN NUMBER 006
PLAN YEAR 01/01/2013 TO 12/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	American Funds Service Company	Registered Investment Company Am Fds EuroPacific Grth R3 Fd	$ 0.00	$ 35,169.97
	American Funds Service Company	Registered Investment Company Am Fds New Persp R3 Fund	$ 0.00	$ 87,142.05
	Fidelity Investments	Registered Investment Company Fidelity Adv Sm Cap Val T Fund	$ 0.00	$ 299,547.02
	Janus International Holding, LLC	Registered Investment Company Janus Triton R Fund	$ 0.00	$ 230,977.04
*	Principal Funds Inc	Registered Investment Company Prin Equity Income R4 Fund	$ 0.00	$ 61,235.70
*	Principal Funds Inc	Registered Investment Company Prin Intl Emerg Mkts R4 Fund	$ 0.00	$ 77,055.57
*	Principal Funds Inc	Registered Investment Company Prin LargeCap Growth I R4 Fund	$ 0.00	$ 231,961.55
*	Principal Funds Inc	Registered Investment Company Prin LgCap S&P 500 Idx R4 Fund	$ 0.00	$ 100,648.00
*	Principal Funds Inc	Registered Investment Company Prin MidCap S&P 400 Idx R4 Fd	$ 0.00	$ 133,909.08
*	Principal Funds Inc	Registered Investment Company Prin SmCap S&P 600 Idx R4 Fund	$ 0.00	$ 86,367.33
*	Principal Trust Company	Common/Collective Trust Prin Trust Income Fund R4	$ 0.00	$ 24,632.65
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2010 Fd R4	$ 0.00	$ 671,524.15
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2015 Fd R4	$ 0.00	$ 2,690,993.15
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2020 Fd R4	$ 0.00	$ 4,846,222.17
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2025 Fd R4	$ 0.00	$ 4,424,126.40

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHRADER-BRIDGEPORT INTERNATIONAL, INC. 401(K

EIN 95 3959558
PLAN NUMBER 006
PLAN YEAR 01/01/2013 TO 12/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2030 Fd R4	$ 0.00	$ 3,165,141.03
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2035 Fd R4	$ 0.00	$ 1,934,037.46
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2040 Fd R4	$ 0.00	$ 1,301,388.34
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2045 Fd R4	$ 0.00	$ 1,061,235.50
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2050 Fd R4	$ 0.00	$ 172,895.92
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2055 Fd R4	$ 0.00	$ 292,672.79
*	Principal Funds Inc	Registered Investment Company Principal Capital App R4 Fund	$ 0.00	$ 51,911.26
*	Principal Life Insurance Company	Registered Investment Company Principal Core Plus Bd I R4 Fd	$ 0.00	$ 18,750.50
*	Principal Funds Inc	Registered Investment Company Principal Income R4 Fund	$ 0.00	$ 299,606.27
*	Union Bond & Trust Company	Common/Collective Trust Principal Stable Value Fund	$ 0.00	$ 2,570,309.00
	Jennison Dryden	Registered Investment Company Prudential Jenn MdCp Gr A Fund	$ 0.00	$ 100,314.96
*	Principal Funds Inc	Registered Investment Company PRIN MIDCAP VALUE I R4 FUND	$ 0.00	$ 54,320.92
	Participant Loans	Range of Interest Rates Rates Range From 4.25% To 9.00%	$ 0.00	$ 726,438.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)