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
- ☒ 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) 29 CFR 2560.501C-2(B) (3)

Part II Basic Plan Information—enter all requested information

1a Name of plan SCHWEITZER ENGINEERING LABORATORIES, INC. ESOP	**1b** Three-digit plan number (PN) ▶ 001 **1c** Effective date of plan 01/01/1994
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SCHWEITZER ENGINEERING LABORATORIES, INC. 2350 NE HOPKINS COURT PULLMAN, WA 99163-5603 2350 NE HOPKINS COURT PULLMAN, WA 99163-5603	**2b** Employer Identification Number (EIN) 91-1196408 **2c** Sponsor's telephone number 509-332-1890 **2d** Business code (see instructions) 335310

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

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

SIGN HERE	Filed with authorized/valid electronic signature. **Signature of plan administrator**	11/09/2016 Date	JOSEPH NESTEGARD Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. **Signature of employer/plan sponsor**	11/09/2016 Date	JOSEPH NESTEGARD 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:	**4b** EIN	
a	Sponsor's name	**4c** PN	
5	Total number of participants at the beginning of the plan year	**5**	2140
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**	2282
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	268
d	Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	2550
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	2552
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2535
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	124
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:
2C 2I 2P 2Q 3H 3I

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)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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
SCHWEITZER ENGINEERING LABORATORIES, INC. ESOP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SCHWEITZER ENGINEERING LABORATORIES, INC.

D Employer Identification Number (EIN)
91-1196408

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)	17868740	18325173
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)		
(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)	420420960	446853120
(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	438289700	465178293
Liabilities			
g Benefit claims payable	1g	6492258	6150964
h Operating payables	1h		
i Acquisition indebtedness	1i	216408609	205032127
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	222900867	211183091
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	215388833	253995202

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)	26621315	
(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)		26621315
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)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	26432160	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		26432160

			(a) Amount	(b) Total
	(6) Net investment gain (loss) from common/collective trusts	**2b(6)**		
	(7) Net investment gain (loss) from pooled separate accounts	**2b(7)**		
	(8) Net investment gain (loss) from master trust investment accounts	**2b(8)**		
	(9) Net investment gain (loss) from 103-12 investment entities	**2b(9)**		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	**2b(10)**		
c	Other income	**2c**		
d	Total income. Add all **income** amounts in column (b) and enter total	**2d**		53053475

Expenses

			(a) Amount	(b) Total
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	**2e(1)**	8296142	
	(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)**		8296142
f	Corrective distributions (see instructions)	**2f**		
g	Certain deemed distributions of participant loans (see instructions)	**2g**		
h	Interest expense	**2h**		6150964
i	Administrative expenses: **(1)** Professional fees	**2i(1)**		
	(2) Contract administrator fees	**2i(2)**		
	(3) Investment advisory and management fees	**2i(3)**		
	(4) Other	**2i(4)**		
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	**2i(5)**		0
j	Total expenses. Add all **expense** amounts in column (b) and enter total	**2j**		14447106

Net Income and Reconciliation

			(a) Amount	(b) Total
k	Net income (loss). Subtract line **2j** from line **2d**	**2k**		38606369
l	Transfers of assets:			
	(1) To this plan	**2l(1)**		
	(2) From this plan	**2l(2)**		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

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

		Line	Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		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?	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
SCHWEITZER ENGINEERING LABORATORIES, INC. ESOP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SCHWEITZER ENGINEERING LABORATORIES, INC.

D Employer Identification Number (EIN)
91-1196408

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** ______

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): 36-3994756 ______

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**	6823450
	b Enter the amount contributed by the employer to the plan for this plan year............	**6b**	26621315
	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**	-19797865

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):

Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership Plan

Financial Report
December 31, 2013

McGladrey

Assurance ▪ Tax ▪ Consulting

Contents

McGladrey

Independent Auditor's Report

To the Trustees
Schweitzer Engineering Laboratories, Inc.
Employee Stock Ownership Plan
Pullman, WA

Report on the Financial Statements

We have audited the accompanying financial statements of Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets (deficit) available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets (deficit) 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 upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Other Matter - Report on Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental 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. 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.

McGladrey LLP

Tacoma, WA
September 29, 2014

Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership Plan

Statements of Net Assets (Deficit) Available for Benefits
December 31, 2013 and 2012

	2013 Allocated	Unallocated	Total	2012 Allocated	Unallocated	Total
Assets						
Investment in Schweitzer Engineering Laboratories, Inc., Class A common stock, at fair market value	$268,711,600	$178,141,520	$446,853,120	$240,970,205	$179,450,755	$420,420,960
Employer contribution receivable	- -	18,325,173	18,325,173	- -	17,868,740	17,868,740
Total assets	268,711,600	196,466,693	465,178,293	240,970,205	197,319,495	438,289,700
Liabilities						
Interest payable	- -	6,150,964	6,150,964	- -	6,492,258	6,492,258
Loan payable	- -	205,032,127	205,032,127	- -	216,408,609	216,408,609
Total liabilities	- -	211,183,091	211,183,091	- -	222,900,867	222,900,867
Net assets (deficit) available for benefits	$268,711,600	($ 14,716,398)	$253,995,202	$240,970,205	($ 25,581,372)	$215,388,833

See Accompanying Notes to Financial Statements.

Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership Plan

Statement of Changes in Net Assets (Deficit) Available for Benefits
Year Ended December 31, 2013

	Allocated	Unallocated	Total
Additions to Net Assets			
Investment income:			
Net unrealized appreciation in fair market value of investments	$ 15,149,963	$11,282,197	$ 26,432,160
Employer contributions	8,296,142	18,325,173	26,621,315
Allocation of 14,053 shares of Class A common stock, at fair value	12,591,432	- -	12,591,432
Total additions to net assets	36,037,537	29,607,370	65,644,907
Deductions from Net Assets			
Interest expense	- -	6,150,964	6,150,964
Distributions to participants	8,296,142	- -	8,296,142
Allocation of 14,053 shares of Class A common stock of Schweitzer Engineering Laboratories, Inc., at fair value	- -	12,591,432	12,591,432
Total deductions from net assets	8,296,142	18,742,396	27,038,538
Net increase in net assets (deficit) available for benefits	27,741,395	10,864,974	38,606,369
Net assets (deficit) available for benefits:			
Beginning of year	240,970,205	(25,581,372)	215,388,833
End of year	$268,711,600	($14,716,398)	$253,995,202

See Accompanying Notes to Financial Statements.

Note 1. Plan Description

The following description of Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership 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: Schweitzer Engineering Laboratories, Inc. (the Company) established the Plan effective January 1, 1994. As of January 1, 2013, the Plan was amended and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP). The Plan is designed to comply with Section 4975(e)(7), and is a stock bonus plan under Section 401(a) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (IRC). The Plan is subject to applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The trust department of an independent third-party bank is the Plan's trustee.

The Plan purchased Company common stock using proceeds from a loan from the Company (see Note 6). The Plan holds the common stock in a trust established under the Plan. The loan is to be repaid over a period of years by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employee accounts in accordance with applicable regulations under the IRC. Shares vest in accordance with the vesting schedule, as defined in the Plan document.

The loan is collateralized by the unallocated shares of common stock. Accordingly, the financial statements of the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, present separately the assets and liabilities, and changes therein, pertaining to: 1) the accounts of employees with vested rights in allocated common stock (allocated) and 2) common stock not yet allocated to employees (unallocated).

Eligibility and vesting: Employees of the Company are generally eligible to participate in the Plan after meeting the age and service requirements. Employees must be 18 years of age to be eligible and have completed one year of service. Once eligible, employees become participants as of the next enrollment date: January 1, April 1, July 1 or October 1. Eligibility service is a Plan year for which an employee is credited with 1,000 hours of service. Participant balances for employees are subject to a vesting schedule. After two years of service, employees are 20 percent vested, with an additional 20 percent vesting per year until the employee is fully vested after the completion of six years of service.

Employer contributions: The Company is obligated to make contributions in cash to the Plan, which, when aggregated with the Plan's dividends and interest earnings (if any), equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its loan. The Company will make discretionary contributions to the Plan, as determined by the board of directors, with a minimum contribution of 5 percent of participant compensation.

Participant accounts and forfeitures: The Plan is a defined contribution plan, under which a separate individual stock account is maintained to reflect the interest of each Plan participant. Each participant's account is credited as of the last day of each Plan year with the participant's allocable share of the Company's common stock released by the trustee from the unallocated account, along with forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation. All employer contributions are allocated as of the end of each Plan year based on the ratio of each participant's eligible compensation to the total compensation of all participants.

Forfeitures of terminated nonvested account balances allocated to remaining participants at December 31, 2013 and 2012, totaled $869,439 and $544,265, respectively. Plan earnings are allocated to each participant's account based on the ratio of the participant's beginning of the year account balance to all participants' beginning of the year account balances.

Note 1. Plan Description (Continued)

Payment of benefits: Upon termination of employment, payment of benefits will be made to participants and beneficiaries in cash. Termination includes retirement, death or disability. Upon a participant's termination date, the participant, or his or her beneficiary, will be entitled to receive payment from the participant's ESOP account based on the value of the participant's vested percentage. The valuation date for terminated participants will be the most recent valuation prior to the date of termination of employment. The valuation date for retirement, death or disability will be the last day of the Plan year prior to the date payment is scheduled to be made. Payments will begin as of the valuation date coinciding with or following the participant's termination date. Payments, generally, will be made in the following manner:

- If the value is less than $25,000, payment will be made in a lump sum.
- If the value is greater than $25,000, payments will be made in equal annual installments, up to 10 years.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares, which have been distributed under the terms of the Plan. During 2013 the Plan repurchased 9,841 shares from participants, at prices determined from the independent appraisal.

Administrative expenses: As provided in the Plan agreement, administrative expenses are paid by the Plan or by the Company. The Company has historically paid the operating expenses for the Plan.

Voting rights: Each participant is entitled, under certain (limited) circumstances, to direct the trustee with respect to the voting shares allocated to his or her account, and is notified by the trustee prior to the time that such rights may be exercised. The trustee is required to vote any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

Termination of the Plan: Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon termination, the interest of each participant in the trust will be distributed to such participant, or his or her beneficiary, at the time prescribed by the Plan's terms and the IRC. Upon termination of the Plan, the Plan Administration Committee should direct the trustee to pay all liabilities and expenses of the trust fund and to sell shares of financed common stock held in the loan suspense account to the extent it determines such sale is necessary in order to repay the loan.

Put option: Under federal income tax regulations, the employer stock held by the Plan and its participants that is not readily tradable on an established market includes a put option. The put option is a right to demand the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure the participant has the ability to ultimately obtain cash.

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of their investments in Company common stock into investments that are more diversified. Participants who are at least 55 years of age or with at least 10 years of participation in the Plan may elect to diversify a portion of their accounts. Diversification is offered to each eligible participant over a six-year period. For each of the first five years, a participant may diversify up to 25 percent of the participant's stock account balance, less all amounts previously diversified. In the sixth year, the percentage changes to 50 percent. Beginning January 1, 2013, participants meeting the above diversification qualifications may elect to further diversify an additional 5 percent of their stock balance, not to exceed total diversification of 75 percent at any time, as provided under the Plan document. A participant who elects to diversify receives a cash distribution or a direct transfer of cash equal to the fair market value as of the last day of the immediately preceding Plan year to the Schweitzer Engineering Laboratories, Inc. 401(k) Plan.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared using the accrual method of accounting.

Investment valuation and income recognition: Class A common stock shares of the Company are valued at estimated fair value as of December 31, 2013 and 2012. Estimated fair value is determined by an annual, independent appraisal. Purchases and sales of securities are recorded on the trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains and losses from security transactions are reported on the specific-identification method. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent accounting pronouncement: On July 8, 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04,* which was effective upon issuance. The amendments in this ASU defer indefinitely the effective date of certain required disclosures in Update No. 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. Update No. 2013-09 has been adopted and reflected in Note 8.

Risk and uncertainties: The Plan's investments consist of the Company's common stock, which is exposed to various risks such as interest rate, market and credit risks, as well as valuation assumptions based on earnings, cash flows and other such techniques. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported on the statements of net assets (deficit) available for benefits.

Subsequent events: Subsequent events have been evaluated through September 29, 2014, which is the date the financial statements were available to be issued.

Note 3. Tax Status

The Internal Revenue Service (IRS) has determined that the Plan is qualified, and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code (IRC). The Plan received a determination letter dated March 5, 2003, in which the IRS stated the Plan, as then designed, was in compliance with the applicable requirements of the IRS. The Plan has been amended since receiving the determination letter and requested a new determination letter from the IRS; however, as of the date of this report, the IRS has not issued a new letter for the Plan. The Plan administrator believes the Plan is currently designed and operated in compliance with applicable requirements of the IRC. Therefore, it believes the Plan was qualified, and the related trust tax-exempt as of the financial statement date.

Note 3. Tax Status (Continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax positions and concluded that the Plan has maintained its tax-exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process. The Plan administrator believes the Plan is no longer subject to income tax examinations for years before 2010.

Note 4. Administration of Plan Assets

The Plan's assets consist of Class A common stock of the Company. The stock is held by the Plan trustee. Company contributions are held and managed by the trustee, which invests cash received, interest and dividend income (if any), and makes distributions to participants. The Company funds the Plan and the trustee administers the principal and interest payments on the loan.

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. Administrative expenses of the Plan are paid directly by the Company.

Note 5. Investments

The Plan's investments are as follows at December 31:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Schweitzer Engineering Laboratories, Inc. Class A common stock:				
Number of shares	299,901	198,819	285,848	212,872
Cost	$169,807,827	$112,584,684	$161,853,864	$120,538,647
Fair market value	$268,711,600	$178,141,520	$240,970,205	$179,450,755

Note 6. Loan Payable

During the year ended December 31, 2009, the Company and the Plan entered into a stock purchase agreement with Edmund Schweitzer to purchase 255,740 shares of Class A common stock for $236,559,500. The Company loaned this amount to the Plan to purchase the stock. The loan bears interest at 3 percent and is due in March 2034. Unallocated shares are collateral for the loan. Shares are released from collateral and allocated to participants as payments of principal and interest are made. The number of shares released in any year is the number of shares held as collateral, times the ratio of the current year payments, divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in 14,053 shares being released and allocated for the Plan year ended December 31, 2013.

The fair value of the note payable as of December 31, 2013 and 2012, was approximately $205,032,000 and $216,409,000, respectively, determined by using interest rates currently available for issuance of debt with similar terms, maturities dates and nonperformance risk.

Note 6. Loan Payable (Continued)

The scheduled amortization of the loan payable is as follows:

Years Ending December 31,	
2014	$ 12,174,209
2015	7,177,344
2016	7,392,664
2017	7,614,444
2018	7,842,877
Thereafter	162,830,589
	$205,032,127

For 2013 and 2012, the loan interest rate averaged 2.92 percent, respectively.

Note 7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the changes in net assets (deficit) available for benefits per the financial statements to Form 5500 as of December 31, 2013:

Total additions per Form 5500	$53,053,475
Allocation of shares, at fair value	12,591,432
Total additions per the financial statements	$65,644,907
Total deductions per Form 5500	$14,447,106
Allocation of shares, at fair value	12,591,432
Total deductions per the financial statements	$27,038,538

Note 8. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted, quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

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

Level 2: Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

Note 8. Fair Value Measurements (Continued)

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

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

Common stock: The Company's Class A common stock share value is determined by an annual, independent appraisal, which approximates fair value. The appraisal is based on a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

The valuation process involves Plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from the audited financial statements of the Company. The appraiser prepares a preliminary report, which Plan management, along with the ESOP trustees, reviews in detail, discusses and approves. The results of this process are documented in minutes of the Plan trustee.

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

The following sets forth, by level within the fair value hierarchy, the Plan's fair value measurements at December 31:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Class A common stock	$ - -	$- -	$446,853,120	$446,853,120

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Class A common stock	$ - -	$- -	$420,420,960	$420,420,960

The following sets forth a summary of changes in the fair value of the Plan's Level 3 assets:

Balance, beginning of year	$420,420,960
Net unrealized appreciation	26,432,160
Balance, end of year	$446,853,120

The amount of gains or losses for the period included in changes in net assets (deficit) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date totals $26,432,160.

Gains and losses (realized and unrealized) included in changes in net assets (deficit) for the period above are reported in net appreciation in fair market value of investments on the statement of changes in net assets (deficit) available for benefits.

Note 9. Related-Party and Party-in-Interest Transactions

The Plan invests in Company common stock and has indebtedness to the Company. These are related-party and party-in-interest transactions. As described in notes 1 and 4, the Plan has a number of service providers. Such providers are parties-in-interest under ERISA.

Note 10. Form 5500 Confidentiality Policy

The Company's confidentiality policy prohibits Form 5500, Schedule H, and Schedule of Assets Held to be completed and the audited financial statements to be attached to Form 5500, filed on the public domain. In lieu of these schedules, a statement is attached to Form 5500 supplying information for obtaining the completed documents upon inquiry with management.

Schweitzer Engineering Laboratories, Inc. Employee Stock Ownership Plan

Schedule of Assets (Held at End of Year)
EIN: 91-1196408
Plan Number: 001
December 31, 2013

(a) and (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
* Schweitzer Engineering Laboratories, Inc.	498,720 shares Class A common stock	$282,392,511	$446,853,120

* Party-in-Interest

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2013 and ending 12/31/2013

Name of plan
SCHWEITZER ENGINEERING LABORATORIES, INC ESOP

Employer Identification Number
91-1196408

Three-digit plan number ▶ 001

(a)	(b) Identity of issue, 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
*	SCHWEITZER ENGINEERING LABS	498,720 SHARES CLASS A COMMON	282,392,511	446,853,120