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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/24/1990

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

THE TREMONT GROUP, INC.

P.O. BOX 1818
WOODLAND, CA 95776

2b Employer Identification Number (EIN) 68-0230147

2c Sponsor's telephone number 530-662-5442

2d Business code (see instructions) 325300

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.	04/02/2014	WARREN HUTSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [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**	134
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**	112
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	130
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	130
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	5
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 2K 3D

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)** [ ] **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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan	**B** Three-digit plan number (PN) ▶
THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
THE TREMONT GROUP, INC.	68-0230147

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MORGAN STANLEY SMITH BARNEY

26-4310632

(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 33 51 52 72	NONE	146763	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE TREMONT GROUP, INC.

D Employer Identification Number (EIN)
68-0230147

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)	1187821	490073
(2) Participant contributions	1b(2)	2879	30696
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	187289	404860
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	12742	0
(B) Common	1c(4)(B)	6028131	6877984
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2754056	3295885
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	10172918	11099498
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	103	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	103	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	10172815	11099498

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)	490073	
(B) Participants	2a(1)(B)	608651	
(C) Others (including rollovers)	2a(1)(C)	7963	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1106687
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	47	
(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)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		47
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	180541	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		180541
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	4183774	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3507885	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		675889
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	878994	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		878994

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(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)		25554
c Other income	2c		36310
d Total income. Add all **income** amounts in column (b) and enter total	2d		2904022
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1830576	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1830576
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	146763	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		146763
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1977339
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		926683
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: MATSON AND ISOM **(2)** EIN: 94-2222122

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE TREMONT GROUP, INC.

D Employer Identification Number (EIN)
68-0230147

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): 68-0468835

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

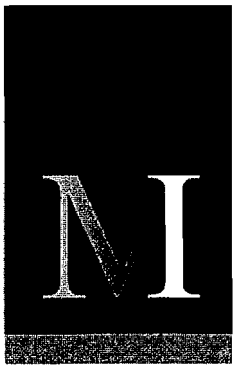
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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



MATSON
& ISOM

THE TREMONT GROUP, INC.
401(k) PROFIT SHARING PLAN

Woodland, California

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION WITH
INDEPENDENT AUDITORS' REPORT

September 30, 2013 and 2012

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September 30, 2013 and 2012

The Tremont Group, Inc.
401(k) Profit Sharing Plan

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INDEPENDENT AUDITORS' REPORT

To the Plan Trustees
The Tremont Group, Inc.
401(k) Profit Sharing Plan
Woodland, California

We have audited the accompanying financial statements of The Tremont Group, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012; the related statements of changes in net assets available for benefits for the years then ended; 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2013 and 2012, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

INDEPENDENT AUDITORS' REPORT
Continued

Report on Supplementary Information

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; schedule of assets acquired and disposed of within the plan year; and schedule of reportable transactions are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Matson and Isom

January 24, 2014
Chico, California

FINANCIAL SECTION

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

The Tremont Group, Inc.
401(k)Profit Sharing Plan

September 30	2013	2012
ASSETS		
INVESTMENTS AT FAIR VALUE		
Interest-bearing cash	$ 44,288	$ 42,092
Money market funds	360,572	145,197
Corporate stocks	6,877,984	6,040,873
Mutual funds	1,589,870	1,273,840
Exchange traded funds	1,706,015	1,480,216
Total Investments	10,578,729	8,982,218
RECEIVABLES		
Employer matching contributions	290,073	519,788
Employer profit sharing contributions	200,000	668,033
Participant contributions	30,696	2,879
Total Receivables	520,769	1,190,700
Total Assets	11,099,498	10,172,918
LIABILITIES		
OTHER PAYABLES	-	103
Net Assets Available for Benefits	$ 11,099,498	$ 10,172,815

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

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

The Tremont Group, Inc.
401(k) Profit Sharing Plan

Year Ended September 30	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
INVESTMENT INCOME		
Net appreciation in fair value of corporate stocks and exchange-traded funds	$ 736,376	$ 1,169,310
Net appreciation in fair value of mutual funds	21,408	149,739
Net realized gain on sale of investments	675,889	119,735
Interest and dividends	216,899	207,064
Total Investment Income	1,650,572	1,645,848
CONTRIBUTIONS		
Employer matching contribution	290,073	278,779
Employer profit sharing contribution	200,000	668,034
Participant salary deferral	608,651	517,112
Participant rollover contributions	7,963	-
Total Contributions	1,106,687	1,463,925
Total Additions	2,757,259	3,109,773
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid	(1,830,576)	-
Net Increase	926,683	3,109,773
Net Assets Available for Benefits - Beginning of Year	10,172,815	7,063,042
Net Assets Available for Benefits - End of Year	$ 11,099,498	$ 10,172,815

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

1. DESCRIPTION OF PLAN

The following description of The Tremont Group, Inc., 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General The Plan is a defined contribution plan covering substantially all employees who are age 21 or older and have one year of service with The Tremont Group, Inc., (the Company). The Company is engaged in the retail and wholesale sale of agricultural chemicals and fertilizers. Sales are made primarily to growers and businesses operating in the agricultural industry, located in northern California. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was originally established as of October 24, 1990, and has been subsequently amended and restated. The Plan Trustees are responsible for oversight of the Plan. The Plan Trustees also determine the appropriateness of the Plan's investment offerings and monitor investment performance.

Contributions Participants may elect to contribute to the Plan, in the form of employee 401(k) salary deferral contributions up to the lesser of 100% of their eligible compensation or the maximum amount allowable by law.

The Company makes safe harbor matching contributions of 100% of each participant's deferral up to 3% of the participant's eligible compensation and 50% of the next 2% of eligible compensation. The Company made safe harbor matching contributions of $290,073 and $278,779 respectively, for the years ended September 30, 2013 and 2012.

Additionally, the Company may make discretionary non-safe harbor matching contributions and discretionary profit sharing contributions to the Plan. No discretionary non-safe harbor matching contributions were made for the years ended September 30, 2013 and 2012. The Company made discretionary profit sharing contributions of $200,000 and $668,033 respectively, for the years ended September 30, 2013 and 2012.

All contributions are invested in a portfolio of investments as directed by the Plan Trustees.

Participant Accounts Each participant's account is credited with the participant's salary deferral contributions, employer contributions, an allocation of plan earnings, and may be charged with an allocation of administrative expenses. The Company's discretionary profit sharing contribution is allocated in the same ratio that each participant's eligible compensation for the plan year bears to the total eligible compensation of all participants for the year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting Participants are immediately vested in their salary deferral contributions, employer safe harbor matching contributions, and earnings thereon. The non-safe harbor matching contributions and employer discretionary profit sharing contributions to the Plan are subject to vesting. Participants vest in these contributions and earnings thereon as follows:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Participants are credited with one year of service for each plan year in which they worked at least 1,000 hours.

Payment of Benefits Withdrawals are allowed in the event of termination, disability, death, retirement, or attainment of age 59 1/2. Depending upon the event, the withdrawal may be subject to early withdrawal penalties imposed by the *Internal Revenue Code* and the *California Revenue and Taxation Code.* Payments are made in the form of a lump sum distribution or annual installments over a period of time of not more than the participant's life expectancy.

Forfeitures Forfeitures attributable to non-safe harbor matching and discretionary profit sharing contributions may be used to pay for administrative expenses or reduce future employer contributions. Forfeited nonvested account balances totaling $2,133 were used to reduce employer safe harbor matching contributions for the year ended September 30, 2013. No forfeited amounts were used to pay for plan administrative expenses or to reduce employer contributions for the year ended September 30, 2012. At September 30, 2013 and 2012, the remaining forfeited nonvested accounts totaled $-0-.

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

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The financial statements of the Plan are prepared under the accrual method of accounting.

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

Investment Valuation and Income Recognition Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Trustees determine the Plan's valuation policies utilizing information provided by the investment advisers and custodian. Fair value measurements are discussed below.

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

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

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; or 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.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during the years ended September 30, 2013 and 2012.

Money Market Funds: These assets are valued at the net asset value (NAV), generally $1 per share, and are reported on the active market on which securities are traded.

Corporate Stocks: These assets are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds: These assets are valued at the NAV reported on the active market on which the securities are traded.

Exchange Traded Funds: These assets are valued at the NAV reported on the active market on which the securities are traded. The valuation occurs throughout the day based on the market value of the underlying securities as well as the market supply and demand for the particular exchange traded fund.

See note 3 for the classification of these assets within the fair value hierarchy.

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 the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Payment of Benefits Benefits are recorded when paid.

Expenses Certain operating expenses of the Plan are deducted from participant accounts and the remaining expenses are paid by the Company. Investment-related expenses are included in net appreciation of those investments.

Subsequent Events Management has evaluated the need for disclosures or adjustments resulting from subsequent events through January 24, 2014, the date the financial statements were available to be issued. Based on this evaluation, no disclosures or adjustments were required to be made to the financial statements as of September 30, 2013.

3. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at September 30, 2013 and 2012, are as follows:

September 30	2013	2012
Mutual funds:		
Lazard Emerging Markets I	$ -	$ 575,633
All others with balances less than 5% of plan assets	10,578,729	8,406,585
Total	$ 10,578,729	$ 8,982,218

The following table sets forth the Plan's investments at fair value as of September 30, 2013 and 2012. The Plan's investments are Level 1 assets as defined within the fair value hierarchy.

September 30	2013	2012
Interest-Bearing Cash	$ 44,288	$ 42,092
Money Market Funds	360,572	145,197
Corporate stocks:		
Basic materials	912,042	950,722
Conglomerates	44,987	31,238
Consumer goods	774,076	814,316
Financial	840,197	642,892
Healthcare	1,064,948	805,098
Industrial goods	633,577	599,843
Services	1,285,112	884,892
Technology	1,183,154	1,095,041
Utilities	139,891	216,831
Total Corporate Stocks	6,877,984	6,040,873
Mutual funds:		
Diversified emerging markets	909,807	575,633
Mid cap value	263,121	416,339
Mid cap growth	416,942	281,868
Total Mutual Funds	1,589,870	1,273,840
Exchange traded funds:		
Diversified emerging markets	223,745	142,034
Mid cap growth	108,307	69,670
Mid cap value	62,433	104,504
Large growth	282,008	272,007
Foreign large blend	377,784	333,140
Small growth	111,599	51,973
Small value	64,522	51,984
Large value	475,617	454,904
Total Exchange Traded Funds	1,706,015	1,480,216
Total Assets at Fair Value	$ 10,578,729	$ 8,982,218

4. RELATED-PARTY DISCLOSURE

The Company is the administrator of the Plan. The Plan's administrator may designate other persons to carry out the day-to-day operations of the Plan. The Plan has an investment contract with Morgan Stanley Smith Barney. Morgan Stanley Smith Barney, as the Plan's broker, qualifies as a party in interest with respect to the investments managed by them; however, they are exempt from the prohibited transaction rules under ERISA. Fees paid by the Plan for investment management services are included in net appreciation of the related investments and amounted to $146,763 and $124,235 for the years ended September 30, 2013 and 2012, respectively.

5. TAX STATUS

The Plan has adopted a prototype, non-standardized profit sharing plan established by Capital Pension Services, Inc (Sponsor). The Sponsor's prototype plan obtained a determination letter on March 31, 2008, in which the Internal Revenue Service stated that the form of the prototype plan, as then designed, is acceptable under Section 401 of the *Internal Revenue Code.* Although the Plan has adopted amendments since adopting the prototype plan, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the *Internal Revenue Code* and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of September 30, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

6. RISK AND UNCERTAINITIES

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

SUPPLEMENTAL INFORMATION SECTION

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
3M Company	Corporate Stock	$ 15,679	$ 22,210
A O Smith Corp	Corporate Stock	1,925	4,610
Ab Electrolox Spon Adr	Corporate Stock	8,141	7,283
Abaxis Inc	Corporate Stock	7,494	7,370
Abbott Laboratories	Corporate Stock	24,308	25,722
Abbvie Inc Com	Corporate Stock	7,743	12,077
Ace Ltd	Corporate Stock	10,819	15,531
Aercap Holdings N.V.	Corporate Stock	8,484	13,846
Agrium Inc	Corporate Stock	7,412	7,815
Albany Intl A New	Corporate Stock	4,526	8,250
Alexion Pharm Inc	Corporate Stock	19,613	26,717
Allergan Inc	Corporate Stock	20,862	20,080
Alliance Data Systems Corp	Corporate Stock	7,028	7,613
Allianz Se Ads	Corporate Stock	8,656	11,074
Allied World Assur Co Hldg Ltd	Corporate Stock	6,157	11,927
Altisource Residential Corp B	Corporate Stock	2,103	2,229
Amazon Com Inc	Corporate Stock	37,690	59,402
Amc Networks Inc Cl A	Corporate Stock	4,623	17,810
American Express Co	Corporate Stock	12,243	19,635
American Tower Reit Com	Corporate Stock	20,258	21,127
Anadarko Pete	Corporate Stock	56,506	98,569
Anheuser Busch Inbev Sa Spon	Corporate Stock	20,903	30,752
Apple Inc	Corporate Stock	66,145	61,978
Arm Holdings Plc Ads	Corporate Stock	18,556	26,225
Artisan Midcap Value Inv	Registered Investment Company	205,201	263,121
Assa Abloy Ab Unsp Adr	Corporate Stock	6,370	11,255
Assoc British Fds Plc Adr-New	Corporate Stock	5,732	7,285
Astrazeneca Plc Ads	Corporate Stock	9,055	10,698
AT&T Inc	Corporate Stock	19,111	22,321
Athenahealth Inc Com	Corporate Stock	7,871	12,378
Atlantia Spa Unspons Adr	Corporate Stock	10,787	12,228
Autodesk Inc Delaware	Corporate Stock	33,710	47,551
Avago Tech	Corporate Stock	8,528	11,416
Avis Budget Group Com	Corporate Stock	2,008	4,901
Bae Sys Plc Spon Adr	Corporate Stock	8,865	13,248
Barnes Group Incorporated	Corporate Stock	3,289	5,587
Bayer Ag Spon Adr	Corporate Stock	12,311	18,399
Bayerische Motoren Werke Ag	Corporate Stock	12,186	14,686
Beacon Roofing Supply Inc	Corporate Stock	10,968	10,877
Bg Group Plc	Corporate Stock	9,254	8,768
Bhp Billiton Ltd	Corporate Stock	44,457	39,568
Biogen Idec Inc	Corporate Stock	25,862	90,285
Biomarin Pharmac Se	Corporate Stock	15,286	17,754
Bio-Reference Labs Inc New	Corporate Stock	7,464	8,426
Bk Montreal	Corporate Stock	9,263	10,624
Bnp Paribas Sp Adr Repstg	Corporate Stock	12,869	16,248
Boeing Co	Corporate Stock	13,538	22,325
Bristol Myers Squibb Co	Corporate Stock	36,039	55,305
British Amer Tob Spon Adr	Corporate Stock	9,649	13,670
Broadcom Corp Cl A	Corporate Stock	64,420	49,698
Brookdale Senior Living Inc	Corporate Stock	6,157	8,811
Bt Gp Plc Spon Adr	Corporate Stock	9,363	14,378
Balance Forward		$ 1,017,487	$ 1,361,663

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 1,017,487	$ 1,361,663
Cablevision Systems Corp	Corporate Stock	36,451	48,499
Cabot Microelectronics Corp	Corporate Stock	7,110	7,625
Canadian Natl Railway Co	Corporate Stock	22,087	27,573
Carlsberg As	Corporate Stock	6,487	6,198
Casey'S General Stores Inc	Corporate Stock	6,700	9,541
Cass Info Sys Inc	Corporate Stock	5,652	7,312
Cdn Pacific Ry Ltd New	Corporate Stock	12,459	13,563
Celgene Corp	Corporate Stock	15,241	22,196
Cepheid Inc	Corporate Stock	10,867	12,454
Check Point Software Tech Ltd	Corporate Stock	7,820	11,708
Cheese Cake Factory Inc	Corporate Stock	7,531	9,933
Chemed Corporation	Corporate Stock	13,010	11,798
Chemtura Corp Com New	Corporate Stock	6,676	9,656
Chevron Corp	Corporate Stock	35,093	47,993
Chicago Bridge & Iron Co. N.V.	Corporate Stock	4,895	12,063
China Mobile Ltd	Corporate Stock	8,176	9,593
China Pete&Chem Cp Ads H Shs	Corporate Stock	8,237	9,003
Chipotle Mexican Grill Inc Com	Corporate Stock	15,377	22,727
Chubb Corp	Corporate Stock	16,490	27,224
Citigroup Inc New	Corporate Stock	20,544	20,859
Citrix Systems Inc	Corporate Stock	30,121	33,893
Clearwater Paper Corp	Corporate Stock	2,121	2,150
Cno Finl Group Inc Com	Corporate Stock	2,472	5,184
Cnooc Ltd Ads	Corporate Stock	7,659	9,081
Coca Cola Co	Corporate Stock	18,002	22,160
Comcast Corp Cl A Special New	Corporate Stock	76,415	154,540
Compagnie Fin Richemontag Adr	Corporate Stock	6,927	7,425
Comstock Res Inc	Corporate Stock	8,724	6,523
Concur Technologies Inc	Corporate Stock	7,488	11,603
Conocophillips	Corporate Stock	12,666	19,532
Copa Holdings,S.A. Cla A	Corporate Stock	8,254	13,728
Costar Group Inc	Corporate Stock	9,287	16,120
Costco Wholesale Corp New	Corporate Stock	18,258	26,259
Covidien Plc	Corporate Stock	17,545	29,251
Credicorp Ltd	Corporate Stock	10,253	11,048
Cree Research Inc	Corporate Stock	26,987	64,102
Cubic Corp	Corporate Stock	3,983	4,455
Daikin Inds Ltd Unspon Adr	Corporate Stock	7,321	8,806
Daiwa House Ind Ltd Adr	Corporate Stock	13,184	12,254
Darling International Inc	Corporate Stock	5,566	11,109
Dealertrack Technologies Inc	Corporate Stock	9,309	12,038
Deere & Co	Corporate Stock	27,137	28,487
Dewater Inc	Corporate Stock	6,402	8,073
Diageo Plc Spon Adr New	Corporate Stock	45,306	63,540
Digi Intl Inc	Corporate Stock	4,667	4,635
Directv Com	Corporate Stock	14,404	33,477
Discovery Communications Ser A	Corporate Stock	20,089	21,527
Dolby Cla A Com Stk	Corporate Stock	46,543	48,659
Dominion Res Inc	Corporate Stock	21,711	31,552
Dow Chemical Co	Corporate Stock	11,082	12,403
Du Pont Ei De Nemours & Co	Corporate Stock	32,582	38,942
Duke Energy Corp New	Corporate Stock	13,259	12,822
Dunkin Brands Group Inc	Corporate Stock	12,923	20,367
Balance Forward		$ 1,843,037	$ 2,514,926

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 1,843,037	$ 2,514,926
Ebay Inc	Corporate Stock	20,200	22,876
Ebix Inc	Corporate Stock	4,714	2,415
Echo Global Logistics Inc	Corporate Stock	4,538	4,879
Emc Corp Mass	Corporate Stock	12,197	12,652
Emeritus Corporation	Corporate Stock	7,434	5,466
Enbridge Inc	Corporate Stock	23,309	30,262
Energy Xxi Bermuda Ltd Com New	Corporate Stock	9,355	9,063
Eni Spa Amer Dep Rcpt	Corporate Stock	8,135	7,825
Estee Lauder Co Inc Cl A	Corporate Stock	20,691	29,009
Esterline Technologies Cp	Corporate Stock	5,118	7,430
Experian Gp Ltd Adr	Corporate Stock	6,369	7,493
Express Scripts Hldg Co Com	Corporate Stock	18,293	19,158
Exxon Mobil Corp	Corporate Stock	38,152	46,031
Facebook Inc Cl-A	Corporate Stock	17,016	34,659
Fifth 3Rd Bancorp Ohio	Corporate Stock	15,913	18,321
Financial Engines	Corporate Stock	6,595	11,946
Five Below	Corporate Stock	3,942	4,722
Flextronics Intl Ltd	Corporate Stock	10,509	14,735
Fluor Corp New	Corporate Stock	32,169	48,608
Fmc Technologies Inc	Corporate Stock	13,172	14,409
Forest Laboratories Inc	Corporate Stock	67,546	87,720
Forest Oil Cp 0.01	Corporate Stock	9,533	7,412
Forward Air Corp	Corporate Stock	3,690	3,993
Freeport Mcmoran Cp&Gld	Corporate Stock	21,036	22,494
Fresh Market Inc The	Corporate Stock	5,823	5,535
Gazprom O A O Spon Adr	Corporate Stock	12,356	9,032
General Electric Co	Corporate Stock	25,676	32,849
General Mills Inc	Corporate Stock	11,923	15,382
Gentex Corp	Corporate Stock	6,568	8,573
Getinge Ab Unspons Adr	Corporate Stock	6,641	7,739
Gilead Science	Corporate Stock	20,250	34,893
Goldman Sachs Grp Inc	Corporate Stock	18,841	22,466
Google Inc-Cl A	Corporate Stock	46,026	60,438
Grand Canyon Ed Inc Com	Corporate Stock	10,724	16,297
Greenway Med Technologie	Corporate Stock	5,780	8,570
H&E Equipment Svcs Inc	Corporate Stock	3,853	5,100
Herbalife	Corporate Stock	6,915	15,349
Hitachi 10 Com New Adr	Corporate Stock	9,276	11,213
Home Depot Inc	Corporate Stock	15,729	30,719
Honeywell International Inc	Corporate Stock	13,028	18,269
Hsbc Holdings Plc Spon Adr New	Corporate Stock	24,367	25,774
Iberia Bk Corp	Corporate Stock	8,145	7,787
Illumina Inc	Corporate Stock	16,030	27,886
Immunogen Inc	Corporate Stock	11,120	18,722
Informa Plc	Corporate Stock	8,487	11,389
Ingredion Inc Com	Corporate Stock	3,471	4,897
Innerworkings Inc	Corporate Stock	6,522	4,439
Intel Corp	Corporate Stock	14,418	15,563
Interest Bearing Cash	Interest Bearing Cash	44,288	44,288
International Paper Co	Corporate Stock	14,119	12,992
Intl Business Machines Corp	Corporate Stock	30,159	29,999
Ipc The Hospitalist Comp Inc	Corporate Stock	6,500	7,549
Ishares Msci Emerging Mkts Etf	Exchange Traded Fund	221,095	223,742
Balance Forward		$ 2,850,793	$ 3,725,955

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 2,850,793	$ 3,725,955
Ishares Russell Midcap G Etf	Exchange Traded Fund	74,150	108,307
Ishares Russell Midcap V Etf	Exchange Traded Fund	45,453	62,433
Isis Pharm Inc	Corporate Stock	9,531	42,045
Jgc Corp Unsponsored Adr	Corporate Stock	10,330	10,157
Johnson & Johnson	Corporate Stock	20,004	26,440
Johnson Controls Incorporated	Corporate Stock	11,506	12,865
Jpmorgan Chase & Co	Corporate Stock	46,890	58,927
K12 Inc	Corporate Stock	6,923	8,338
Kimberly Clark Corp	Corporate Stock	12,215	18,279
Kinder Morgan Incorp	Corporate Stock	13,055	12,272
Kingfisher Plc Spons Adr New	Corporate Stock	9,418	13,772
Komatsu Ltd Spon Adr New	Corporate Stock	9,190	8,273
L-3 Communications Holding Inc	Corporate Stock	52,305	73,238
Ladbrokes Plc Spons Adr	Corporate Stock	4,214	3,627
Lazard Emerging Markets I	Registered Investment Company	450,204	463,798
Lenovo Group Ltd Spons Adr	Corporate Stock	10,479	10,641
Liberty Interactive Co Inter A	Corporate Stock	17,722	33,210
Liberty Media Corp Ser A	Corporate Stock	3,250	29,724
Linkedin Corp-A	Corporate Stock	15,792	40,846
Lixil Group Corp Adr	Corporate Stock	9,447	8,723
Lkq Corporation	Corporate Stock	5,398	7,585
Lloyds Banking Group Plc	Corporate Stock	8,216	12,650
Lorillard Inc	Corporate Stock	13,649	21,047
Ltc Properties Inc	Corporate Stock	3,985	4,710
Luxottica Group Spa Spon Adr	Corporate Stock	19,746	21,291
Makita Corporation Ltd Adr New	Corporate Stock	11,731	11,787
Marathon Oil Co	Corporate Stock	9,517	15,382
Marathon Petroleum Corp	Corporate Stock	6,885	14,150
Mastercard Inc Cl A	Corporate Stock	37,468	72,660
Maximus Inc	Corporate Stock	12,920	16,214
Mc Donalds Corp	Corporate Stock	31,489	35,598
Mead Johnson Nutrition Company	Corporate Stock	14,771	14,258
Meadwestvaco Corp	Corporate Stock	11,963	19,574
Mediolanum Spa Unspon Adr	Corporate Stock	5,060	4,995
Mednax Inc	Corporate Stock	10,239	11,847
Merck & Co Inc New Com	Corporate Stock	23,185	30,946
Metlife Incorporated	Corporate Stock	8,981	8,639
Michael Kors Holdings Ltd	Corporate Stock	20,463	30,553
Microsoft Corp	Corporate Stock	15,025	18,970
Mobile Mini Inc	Corporate Stock	7,517	10,082
Mondelez Intl Inc Com	Corporate Stock	36,438	39,276
Monsanto Co/New	Corporate Stock	30,772	36,530
Monster Beverage Corp Com	Corporate Stock	6,813	6,270
Morgan Stanley*	Corporate Stock	10,810	14,688
Ms Liquid Asset Fund*	Money Market Fund	360,572	360,572
Mueller Indus Inc	Corporate Stock	6,623	7,571
National Oilwell Varco Inc	Corporate Stock	18,973	32,025
Natl Instrums Cp	Corporate Stock	13,015	13,609
Neogen Cp	Corporate Stock	9,302	11,840
Netease.Com Inc Ads	Corporate Stock	12,817	15,972
Netflix Inc	Corporate Stock	11,308	14,842
Newmont Mining Corp	Corporate Stock	13,123	8,149
Balance Forward		$ 4,491,645	$ 5,716,152

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 4,491,645	$ 5,716,152
Nextera Energy Inc Com	Corporate Stock	20,295	29,258
Nike Inc B	Corporate Stock	16,685	28,693
Nippon Telegraph&Telephone Ads	Corporate Stock	10,407	11,988
Northeast Utilities	Corporate Stock	11,127	15,675
Northrop Grumman Cp	Corporate Stock	13,363	21,910
Northwest Bancshares Inc	Corporate Stock	5,900	5,878
Novartis Ag Adr	Corporate Stock	17,100	22,629
Novo Nordisk A/S Adr	Corporate Stock	34,097	38,582
Nucor Corporation	Corporate Stock	39,146	46,814
Occidental Petroleum Corp De	Corporate Stock	26,150	27,127
Ocwen Financial Corp New	Corporate Stock	2,420	10,039
Oil Co Lukoil Spn Adr	Corporate Stock	9,304	9,725
Omega Healthcare Inv Inc	Corporate Stock	4,130	5,855
Owens Illinois Com New	Corporate Stock	7,964	10,207
Pall Corporation	Corporate Stock	20,203	50,846
Pegasystems Inc	Corporate Stock	3,080	4,897
Pentair Ltd	Corporate Stock	15,054	27,600
Performant Financial Corp	Corporate Stock	4,598	3,979
Perrigo Co	Corporate Stock	13,015	13,819
Petrofac Ltd London Unspon Adr	Corporate Stock	4,806	4,427
Petroleum Geo-Svcs Asa Ads	Corporate Stock	5,511	5,279
Pfizer Inc	Corporate Stock	23,032	29,443
Philip Morris Intl Inc	Corporate Stock	26,513	39,398
Phillips 66 Com	Corporate Stock	4,850	8,673
Portfolio Recovery Assoc Inc	Corporate Stock	12,140	18,339
Portland General Elec Co	Corporate Stock	6,221	7,058
Post Holdings Inc	Corporate Stock	6,121	8,074
Power Integrations Inc	Corporate Stock	7,453	9,370
Praxair Inc	Corporate Stock	15,760	22,359
Precision Castparts Corp	Corporate Stock	18,085	26,360
Prestige Brands Holdings Inc	Corporate Stock	5,127	9,187
Priceline.Com Inc New	Corporate Stock	30,736	53,580
Procter & Gamble	Corporate Stock	25,205	29,858
Proto Labs	Corporate Stock	5,689	9,320
Prudential Financial Inc	Corporate Stock	26,440	32,752
Prudential Jennison Md Cp Gw Z	Registered Investment Company	298,534	416,942
Prudential Plc Adr	Corporate Stock	18,094	30,611
Pt Bk Mandiri Persero Tbk Unsp	Corporate Stock	9,495	6,219
Public Service Enterprise Gp	Corporate Stock	12,249	12,843
Rackspace Hosting Inc Com	Corporate Stock	11,187	10,974
Ralph Lauren Corp Cl A	Corporate Stock	6,816	7,413
Raven Industries Inc	Corporate Stock	2,890	3,467
Raytheon Co	Corporate Stock	23,634	37,764
Red Electrica Corporacion Sa	Corporate Stock	6,005	6,960
Red Hat Inc	Corporate Stock	15,711	14,765
Redwood Trust Inc	Corporate Stock	4,813	7,285
Rex Energy Corp	Corporate Stock	6,729	7,365
Rexam Plc Sponsadr Comnopa	Corporate Stock	12,402	13,232
Ritchie Brothers Auctioneers	Corporate Stock	10,259	9,485
Roche Holdings Adr	Corporate Stock	10,394	11,075
Rogers Comm Inc Cl B	Corporate Stock	7,185	8,344
Rollins Inc	Corporate Stock	11,573	12,327
Balance Forward		$ 5,457,342	$ 7,032,221

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 5,457,342	$ 7,032,221
Rolls Royce Holdings Plc	Corporate Stock	9,376	9,866
Royal Dutch Shell Plc	Corporate Stock	19,046	19,047
Ryanair Hldgs Plc Adr	Corporate Stock	6,095	11,440
Safran Sa	Corporate Stock	9,490	12,911
Salesforce.Com,Inc.	Corporate Stock	18,732	30,886
Sampo Oyj Unspon Adr	Corporate Stock	7,989	12,903
Sandisk Corp	Corporate Stock	28,813	54,154
Sands China Ltd Unsponsore Adr	Corporate Stock	8,683	12,518
Sanofi Adr	Corporate Stock	7,574	9,923
Sap Ag	Corporate Stock	13,570	17,741
Sberbank Russia Sponsored Adr	Corporate Stock	9,536	9,023
Schlumberger Ltd	Corporate Stock	16,099	18,909
Sciquest Inc New Com	Corporate Stock	5,676	6,873
Seagate Technology Plc	Corporate Stock	15,260	70,016
Sempra Energy	Corporate Stock	9,779	16,264
Semtech Corp	Corporate Stock	11,171	10,706
Sensient Tech Corp	Corporate Stock	5,617	8,908
Seven & I Hldgs Co Ltd Adr	Corporate Stock	10,479	11,837
Signet Jewelers Limited	Corporate Stock	13,900	20,420
Simpson Manufacturing Co Inc	Corporate Stock	3,836	4,299
Sk Telecom Co Ltd	Corporate Stock	9,669	13,734
Splunk Inc	Corporate Stock	8,392	15,911
Sps Commerce Inc Com	Corporate Stock	6,583	11,845
Starbucks Corp Washington	Corporate Stock	16,417	21,552
Starz Series A	Corporate Stock	3,893	13,080
Statoil Asa Adr	Corporate Stock	8,463	8,618
Stratasys Ltd Shs	Corporate Stock	8,415	12,455
Sumitomo Mitsui Finl Group Inc	Corporate Stock	13,795	20,433
Suncor Energy Inc New Com	Corporate Stock	9,908	11,450
Suntrust Bks	Corporate Stock	20,353	23,018
Swatch Group Ag Adr The Unspon	Corporate Stock	14,483	17,982
Swedbank Ab Spons Adr	Corporate Stock	5,320	7,712
Taiwan Smcndctr Mfg Co Ltd Adr	Corporate Stock	7,781	9,633
Tata Motors Ltd	Corporate Stock	8,451	8,785
Te Connectivity Ltd New	Corporate Stock	41,130	78,965
Techne Cp	Corporate Stock	6,258	7,366
Technip-Coflexip	Corporate Stock	7,145	8,069
Telefonica Brasil Sa Spon Adr	Corporate Stock	8,757	9,043
Tesla Motors Inc	Corporate Stock	4,039	4,641
The Adt Corporation Com	Corporate Stock	10,746	20,330
The Advisory Board Co	Corporate Stock	5,618	6,662
Tjx Cos Inc New	Corporate Stock	22,290	29,041
Toronto Dom Bk New	Corporate Stock	17,380	18,896
Total S A Spon Adr	Corporate Stock	22,962	26,643
Travelers Companies Inc Com	Corporate Stock	27,432	44,504
Tullow Oil Plc Adr	Corporate Stock	6,408	5,248
Tyco International Ltd New	Corporate Stock	29,409	51,246
U S Bancorp Com New	Corporate Stock	18,029	24,874
Ultimate Software Gp Inc	Corporate Stock	11,563	17,688
Under Armour Inc Cl A	Corporate Stock	4,142	4,211
Unifirst Cp	Corporate Stock	5,128	7,727
Unilever Nv Ny Sh New	Corporate Stock	24,838	30,742
Balance Forward		$ 6,103,260	$ 7,992,969

**Party in interest.*

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost	Current Value
Balance Brought Forward		$ 6,103,260	$ 7,992,969
Unilever Plc	Corporate Stock	12,413	13,889
Union Pacific Corp	Corporate Stock	15,531	26,408
United Natural Foods Inc	Corporate Stock	9,949	13,856
United Parcel Service Inc Cl-B	Corporate Stock	17,277	18,457
United Technologies Corp	Corporate Stock	46,566	66,309
Unitedhealth Gp Inc	Corporate Stock	73,793	128,182
Uns Energy Corporation	Corporate Stock	6,585	7,459
Utd Overseas Bk Ltd Spon Adr	Corporate Stock	10,078	10,659
V F Corporation	Corporate Stock	15,802	29,459
Valeo Sponsored Adr	Corporate Stock	14,173	24,535
Validus Holdings Ltd Com	Corporate Stock	9,395	10,354
Vanguard Ftse Developed Mkts E	Exchange Traded Fund	228,140	282,005
Vanguard Growth Etf	Exchange Traded Fund	265,547	377,781
Vanguard Sm Cap Growth Etf	Exchange Traded Fund	74,016	111,599
Vanguard Sm Cap Value Etf	Exchange Traded Fund	45,831	64,522
Vanguard Value Etf Index	Exchange Traded Fund	354,117	475,619
Verint Systems Inc	Corporate Stock	5,633	6,041
Verizon Communications	Corporate Stock	31,004	45,041
Vertex Pharmaceuticals	Corporate Stock	30,251	57,243
Virtus Insight Emerg Mkts I	Registered Investment Company	454,197	446,009
Visa Inc Cl A	Corporate Stock	21,925	34,016
Vmware Inc Class A	Corporate Stock	20,903	19,740
Volkswagen Ag Spon Adr	Corporate Stock	6,375	9,977
Volvo Ab Adr B	Corporate Stock	5,657	5,420
Wal Mart Stores Inc	Corporate Stock	15,645	19,969
Walt Disney Co Hldg Co	Corporate Stock	19,775	28,053
Weatherford International Ltd	Corporate Stock	74,544	90,217
Wells Fargo & Co New	Corporate Stock	35,746	49,584
Weyerhaeuser Co	Corporate Stock	18,440	23,190
Whole Foods Markets Inc	Corporate Stock	13,269	26,208
Wm Morrison Supermarkets Plc	Corporate Stock	9,820	11,162
Wolseley Plc Adr New	Corporate Stock	6,368	9,735
Workday Inc Cl A	Corporate Stock	8,808	12,787
Wuxi Pharmatech Inc	Corporate Stock	9,019	16,440
Yahoo! Japan Cp Unspon Adr	Corporate Stock	9,102	13,835
Total Assets Held for Investment Purposes		$ 8,098,954	$ 10,578,729

**Party in interest.*

FORM 5500, SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR
September 30, 2013

The Tremont Group, Inc.
401(k) Profit Sharing Plan
EIN: 68-0230147
Plan No.: 001

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost of Acquisitions	Proceeds of Dispositions
Abiomed Inc	Corporate Stock	61	44
Agilent Technologies	Corporate Stock	679	660
America Movil Sa De Cv Adr L	Corporate Stock	568	441
American St Water Co Hldg	Corporate Stock	264	322
Annie'S Inc	Corporate Stock	4,257	4,842
Arcos Dorados Hldgs Inc Cl-A	Corporate Stock	5,062	5,551
Ariad Pharm Inc	Corporate Stock	4,094	3,901
Aruba Networks Inc	Corporate Stock	8,807	9,930
Asml Holding N.V.	Corporate Stock	201	237
Asml Holding Nv Ny Reg New	Corporate Stock	2,934	4,499
Aspen Insurance Hldgs Ltd	Corporate Stock	1,653	1,786
Autoliv Inc	Corporate Stock	1,351	1,375
Aveo Pharma Inc	Corporate Stock	466	422
Baidu Inc Ads	Corporate Stock	6,286	5,557
Banco Latinoamericano De Comer	Corporate Stock	1,033	962
Bank Of Nova Scotia	Corporate Stock	3,975	4,074
Bj'S Restaurants Inc	Corporate Stock	2,373	2,203
Borg Warner Inc	Corporate Stock	2,716	2,868
Boulder Brands Inc Com	Corporate Stock	3,960	4,195
Brightcove Inc	Corporate Stock	1,109	976
British Sky Brdcstg Grp Plc	Corporate Stock	290	298
Burberry Group Plc Spons Adr	Corporate Stock	3,212	3,353
Carpenter Technology	Corporate Stock	4,503	4,783
Carrizo Oil & Gas Inc	Corporate Stock	1,374	1,339
Caterpillar Inc	Corporate Stock	3,029	2,918
Cavium Inc Com	Corporate Stock	4,119	4,807
Celldex Therapeutics Inc New	Corporate Stock	1,878	2,164
Centurylink Inc	Corporate Stock	2,680	2,381
Cgi Groupe Inc Cl A	Corporate Stock	446	461
Chart Industries,Inc.	Corporate Stock	2,601	2,984
Coach Inc	Corporate Stock	5,739	5,103
Cognex Corp	Corporate Stock	4,009	4,858
Companhia Energy De Min Sp Adr	Corporate Stock	2,394	2,086
Companhia Parana Energ Pfd Adr	Corporate Stock	2,002	1,640
Concho Res Inc	Corporate Stock	2,776	2,756
Consol Energy Inc	Corporate Stock	426	401
Constant Contact Inc	Corporate Stock	1,804	1,568
Corcept Therapeutics Inc	Corporate Stock	419	500
Core Laboratories N V	Corporate Stock	3,254	4,284
Cornerstone Ondemand Inc Com	Corporate Stock	3,702	4,334
Crocs Inc	Corporate Stock	963	1,020
Crown Castle Intl	Corporate Stock	4,578	4,500
Daihatsu Motor Co Ltd Adr	Corporate Stock	7,694	7,970
Daito Tr Constr Co Ltd Adr	Corporate Stock	1,468	1,287
Demandware	Corporate Stock	2,184	2,174
Dexcom Inc	Corporate Stock	3,122	3,533
Domtar Corporation New	Corporate Stock	394	330
Endologix Inc	Corporate Stock	3,533	4,048
Enersis S.A. Amer Dep Shrs	Corporate Stock	576	615
Balance Forward		$ 127,018	$ 133,340

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost of Acquisitions	Proceeds of Dispositions
Balance Brought Forward		$ 127,018	$ 133,340
Eqt Corporation Com New	Corporate Stock	2,717	2,777
Exar Corporation Delaware	Corporate Stock	1,524	1,984
Family Dollar Stores	Corporate Stock	7,371	6,229
Fanuc Corporation Unsp Adr	Corporate Stock	1,433	1,399
Faro Tech Inc	Corporate Stock	3,983	3,862
Fedex Corp	Corporate Stock	6,480	5,893
Firstenergy Corp	Corporate Stock	1,934	1,757
Fluidigm Corp Del Com	Corporate Stock	1,071	1,269
Fortinet Inc	Corporate Stock	6,246	7,074
Forum Energy Technologies	Corporate Stock	1,788	1,988
Fusion-Io Inc	Corporate Stock	6,014	4,760
Genesee & Wyoming Inc A	Corporate Stock	3,924	4,862
Genl Dynamics Corp	Corporate Stock	1,869	1,861
Geospace Technologies Corp Com	Corporate Stock	1,833	2,731
Glaxosmithkline Plc Ads	Corporate Stock	1,373	1,314
Greenhill & Co Inc	Corporate Stock	2,382	3,160
Guidewire Software Inc	Corporate Stock	775	813
Gulfport Energy Corp New	Corporate Stock	2,507	2,850
Hain Celestial Group Inc	Corporate Stock	8,685	8,702
Harman Intl Inds New	Corporate Stock	6,492	7,331
Heartware Intl Inc Com	Corporate Stock	1,068	1,148
Hexcel Corp New	Corporate Stock	3,550	3,851
Hms Holdings Corp	Corporate Stock	5,506	6,415
Honda Motor Company Ltd Adr	Corporate Stock	751	824
Impax Laboratories Inc	Corporate Stock	1,658	1,685
Incyte Corp	Corporate Stock	1,004	1,052
Infoblox Inc	Corporate Stock	1,978	2,367
Ing Groep Nv Adr	Corporate Stock	1,003	846
Intuit Inc	Corporate Stock	7,832	7,463
Intuitive Surgical Inc	Corporate Stock	13,291	11,386
Ion Geophysical Corp	Corporate Stock	1,585	1,216
Ipg Photonics Corp	Corporate Stock	4,200	4,308
Ironwood Pharm Inc A	Corporate Stock	1,138	1,465
Ixia	Corporate Stock	1,642	1,822
Kansas Cy Southn Ind New	Corporate Stock	10,729	13,851
Kraft Foods Group Inc Com	Corporate Stock	781	742
Kraton Perf Polymers Inc	Corporate Stock	1,283	1,578
Limited Brands Inc	Corporate Stock	1,980	1,787
Lufkin Ind	Corporate Stock	6,529	8,117
Lululemon Athletica Inc	Corporate Stock	9,965	8,969
Mallinckrodt Public Ltd Co	Corporate Stock	303	338
Map Pharmaceuticals Inc	Corporate Stock	1,279	2,417
Marketaxess Holdings Inc	Corporate Stock	1,044	1,402
Materion Corp Com	Corporate Stock	1,664	2,284
Maxwell Tech Inc	Corporate Stock	2,766	1,392
Merck Kgaa Unspon Adr	Corporate Stock	1,018	1,259
Merge Healthcare Inc	Corporate Stock	2,015	1,892
Microstrategy Inc A New	Corporate Stock	7,519	8,377
Midstates Petroleum Co Inc	Corporate Stock	78	61
Balance Forward		$ 292,578	$ 306,270

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Cost of Acquisitions	Proceeds of Dispositions
Balance Brought Forward		$ 292,578	$ 306,270
Mitsui & Co Ltd Adr	Corporate Stock	2,240	2,016
Mrc Global Inc Com	Corporate Stock	3,125	3,868
Netscout Systems Inc	Corporate Stock	2,556	2,664
Nissan Mtr Co Ltd Spnd Adr	Corporate Stock	1,691	1,696
Nxstage Medical Inc	Corporate Stock	102	89
Oneok Inc New	Corporate Stock	336	290
Orica Ltd Unspon Adr	Corporate Stock	689	653
Peabody Energy Corp	Corporate Stock	523	409
Peet'S Coffee & Tea	Corporate Stock	294	294
Potash Cp Of Saskatchewan Inc	Corporate Stock	1,102	1,002
Pricesmart Inc	Corporate Stock	4,075	3,927
Procera Networks Inc New	Corporate Stock	932	763
Proofpoint Inc	Corporate Stock	1,506	1,563
Pros Hldg Inc	Corporate Stock	3,843	4,763
Puma Biotechnology Inc	Corporate Stock	1,285	1,115
Qualcomm Inc	Corporate Stock	2,987	3,254
Qualys Inc Com	Corporate Stock	5,060	4,674
Questcor Pharm Inc	Corporate Stock	2,514	2,922
Rio Tinto Plc Spon Adr	Corporate Stock	4,086	3,422
Salix Pharm Ltd (De)	Corporate Stock	2,482	2,631
Sanchez Energy	Corporate Stock	1,058	1,084
Sands China Ltd Unsponsore Adr	Corporate Stock	2,175	2,245
Sandvik Ab Spons Adr	Corporate Stock	525	456
Shire Plc Adr	Corporate Stock	6,718	7,487
Silver Bay Realty Trust Cp	Corporate Stock	457	449
Softbank Corp Unspons Adr	Corporate Stock	1,231	1,608
Southern Co	Corporate Stock	2,230	2,141
Spreadtrum Communications,Inc	Corporate Stock	9,969	16,988
Stage Stores Inc	Corporate Stock	8,270	8,596
Steven Madden Ltd	Corporate Stock	1,728	1,814
Svb Fncl Grp	Corporate Stock	5,313	6,490
Synchronoss Tech Inc	Corporate Stock	2,319	2,654
Telstra Corp Ltd Spon Adr	Corporate Stock	344	384
Teradata Corp	Corporate Stock	2,349	1,862
Theravance Inc	Corporate Stock	1,400	1,496
Tim Participacoes Sa Spon New	Corporate Stock	2,266	2,300
Transdigm Group Inc	Corporate Stock	1,406	1,644
Two Harbors Invt Corp Com	Corporate Stock	213	183
Universal Display Corp	Corporate Stock	1,748	2,430
Vitamin Shoppe Inc Com	Corporate Stock	7,993	8,943
Vodafone Gp Plc Ads New	Corporate Stock	2,841	2,607
Volcano Corp	Corporate Stock	2,871	2,496
Wesco Intl Inc	Corporate Stock	1,849	2,249
Woodward Inc Com	Corporate Stock	5,623	5,772
Youku Tudou Inc	Corporate Stock	578	423
Yum Brands Inc	Corporate Stock	7,323	6,680
Total Assets Acquired and Disposed of Within the Year		$ 414,803	$ 439,766

FORM 5500, SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
September 30, 2013

The Tremont Group, Inc.
401(k) Profit Sharing Plan
EIN: 68-0230147
Plan No.: 001

Identity of Party Involved	Description of Asset	Purchase Price	Cost of Asset
Virtus Emerging Markets Opportunites I	Registered Investment Company	$ 10	$ 511,812

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/24/1990

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

P.O. BOX 1818

WOODLAND CA 95776

2b Employer Identification Number (EIN) 68-0230147

2c Sponsor's telephone number (530) 662-5442

2d Business code (see instructions) 325300

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		11/26/13	LESLIE LYMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [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**	134
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**	112
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	130
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	130
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	5
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2J 2K 3D

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

ATTACHMENT TO 2012 FORM 5500
SCHEDULE H

Plan Name: THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN **EIN:** 94-2045832

Plan Sponsor's Name: THE TREMONT GROUP, INC. **PN:** 001

The required schedule of assets and/or schedule of reportable transactions is included in the accountant's audit report attachment.

ATTACHMENT TO 2012 FORM 5500
SCHEDULE H

Plan Name: THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN **EIN:** 94-2045832

Plan Sponsor's Name: THE TREMONT GROUP, INC. **PN:** 001

The required schedule of assets and/or schedule of reportable transactions is included in the accountant's audit report attachment.

ATTACHMENT TO 2012 FORM 5500
SCHEDULE H

Plan Name: THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN **EIN:** 94-2045832

Plan Sponsor's Name: THE TREMONT GROUP, INC. **PN:** 001

The required schedule of assets and/or schedule of reportable transactions is included in the accountant's audit report attachment.

ATTACHMENT TO 2012 FORM 5500
SCHEDULE H

Plan Name: THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN **EIN:** 94-2045832

Plan Sponsor's Name: THE TREMONT GROUP, INC. **PN:** 001

The required schedule of assets and/or schedule of reportable transactions is included in the accountant's audit report attachment.

ATTACHMENT TO 2012 FORM 5500
SCHEDULE H

Plan Name: THE TREMONT GROUP, INC. 401(K) PROFIT SHARING PLAN **EIN:** 94-2045832

Plan Sponsor's Name: THE TREMONT GROUP, INC. **PN:** 001

The required schedule of assets and/or schedule of reportable transactions is included in the accountant's audit report attachment.