Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE RANDOLPH CO. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1994

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

THE RANDOLPH COMPANY

11950 ALIEF CLODINE ROAD
HOUSTON, TX 77082

2b Employer Identification Number (EIN)
74-1217162

2c Sponsor's telephone number
361-865-3236

2d Business code (see instructions)
332900

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.	07/08/2014	KAREN MILSON
	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**	217
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**	208
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	23
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	233
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	233
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	188
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 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
THE RANDOLPH CO. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE RANDOLPH COMPANY

D Employer Identification Number (EIN)
74-1217162

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65	RECORDKEEPER	9209	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MORGAN STANLEY SMITH BARNEY LLC

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?
99	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	325	Yes [ ] No [X]

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DREYFUS S&P 500 INDX - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM TOTAL RETURN A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
THE RANDOLPH CO. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE RANDOLPH COMPANY

D Employer Identification Number (EIN)
74-1217162

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)	7661	7671
(2) Participant contributions	1b(2)	34149	35176
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3310934	3218973
(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)	0	0
(B) Common	1c(4)(B)	0	0
(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)	0	0
(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)	3614320	4831976
(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	6967064	8093796
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6967064	8093796

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)	102860	
(B) Participants	2a(1)(B)	493427	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		596287
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	336	
(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)		336
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	301466	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		301466
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		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)		550141
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1448230
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	312283	
(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)		312283
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)	0	
(4) Other	2i(4)	9215	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9215
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		321498
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1126732
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: UBERNOSKY & MAJERES, PLLC **(2)** EIN: 27-1140832

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
THE RANDOLPH CO. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE RANDOLPH COMPANY

D Employer Identification Number (EIN)
74-1217162

Part I Distributions

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

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

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

EIN(s): 04-6568107

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):

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR:

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
1	Fidelity Prime Money Market Fund	Money market fund, various rates of interest	$3,218,973	$3,218,973
2	Fidelity Advisor Strategic Fund Class A	Mutual fund	$779,321	$872,434
3	Fidelity Advisor Balanced Fund Class A	Mutual fund	$400,787	$468,205
4	Fidelity Advisor Value Strategic Fund Class A	Mutual fund	$330,440	$450,037
5	Pimco Total Return Fund Class A	Mutual fund	$449,478	$436,475
6	Dreyfus S&P 500 Index Fund	Mutual fund	$295,880	$414,812
7	Fidelity Advisor Equity Income Fund Class A	Mutual fund	$304,169	$393,237
8	Fidelity Advisor Freedom 2025 Fund Class A	Mutual fund	$342,934	$368,337
9	Fidelity Advisor Overseas Fund Class A	Mutual fund	$198,172	$240,986
10	Fidelity Advisor Freedom 2015 Fund Class A	Mutual fund	$223,689	$236,561

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR (continued):

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
11	Fidelity Advisor Freedom 2030 Fund Class A	Mutual fund	$215,199	$225,704
12	Fidelity Advisor Large Cap Fund Class A	Mutual fund	$89,342	$118,023
13	Fidelity Advisor Freedom 2020 Fund Class A	Mutual fund	$93,600	$96,525
14	Fidelity Advisor Freedom 2045 Fund Class A	Mutual fund	$77,736	$85,107
15	Fidelity Advisor Technology Fund Class A	Mutual fund	$65,322	$83,584
16	Fidelity Advisor Freedom 2040 Fund Class A	Mutual fund	$63,284	$71,275
17	Fidelity Advisor Mid Cap II Fund Class A	Mutual fund	$58,580	$65,813
18	Fidelity Advisor Freedom 2050 Fund Class A	Mutual fund	$49,313	$55,569
19	Fidelity Advisor Small Cap Fund Class A	Mutual fund	$44,358	$52,117
20	Fidelity Advisor Freedom 2035 Fund Class A	Mutual fund	$44,948	$48,830

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR (continued):

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
21	Fidelity Advisor Freedom 2005 Fund Class A	Mutual fund	$29,408	$29,192
22	Fidelity Advisor Freedom 2055 Fund Class A	Mutual fund	$8,197	$10,134
23	Fidelity Advisor Equity Growth Fund Class A	Mutual fund	$3,244	$4,100
24	Fidelity Advisor Freedom 2010 Fund Class A	Mutual fund	$2,265	$2,401
25	Fidelity Advisor Freedom Inc Fund Class A	Mutual fund	$1,461	$1,462
26	Fidelity Advisor Short Income Fund Class A	Mutual fund	$1,055	$1,056
		Total Investments	$7,391,155	$8,050,949

THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

REPORT INDEX

DECEMBER 31, 2013 AND 2012

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I. Schedule of Assets Held for Investment Purposes at End of Year 12

Ubernosky & Majeres, PLLC
Certified Public Accountants

820 Gessner, Suite 1200 • Houston, Texas 77024 • Office: 713.935.0071 • Fax: 713.935.0639 • www.umpllc.com

Independent Auditor's Report

To the Board of Trustees and Participants
The Randolph Company 401(k) Profit Sharing Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of The Randolph Company 401(k) Profit Sharing Plan, which comprise the statements of assets available for benefits as of December 31, 2013 and 2012, and 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
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Other Matter
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held for Investment Purposes at End of Year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Ubernosky & Majeres, PLLC

UBERNOSKY & MAJERES, PLLC

June 3, 2014

THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value:		
Money market funds	$ 3,218,973	$ 3,310,934
Mutual funds		
Fidelity Advisor Strategic Select Fund Class A	872,434	698,424
Fidelity Advisor Balanced Fund Class A	468,205	390,390
Fidelity Advisor Value Strategic Fund Class A	450,037	342,191
Pimco Total Return Fund Class A	436,475	392,848
Dreyfus S&P 500 Index Fund	414,812	308,960
Fidelity Advisor Equity Income Fund Class A	393,237	389,130
Fidelity Advisor Freedom 2025 Fund Class A	368,337	247,202
Fidelity Advisor Overseas Fund Class A	240,986	202,939
Fidelity Advisor Freedom 2015 Fund Class A	236,561	152,307
Fidelity Advisor Freedom 2030 Fund Class A	225,704	89,806
Fidelity Advisor Large Cap Fund Class A	118,023	80,550
Fidelity Advisor Freedom 2020 Fund Class A	96,525	24,908
Fidelity Advisor Freedom 2045 Fund Class A	85,107	17,784
Fidelity Advisor Technology Fund Class A	83,584	83,605
Fidelity Advisor Freedom 2040 Fund Class A	71,275	47,509
Fidelity Advisor Mid Cap II Fund Class A	65,813	48,914
Fidelity Advisor Freedom 2050 Fund Class A	55,569	34,279
Fidelity Advisor Small Cap Growth Fund Class A	52,117	32,476
Fidelity Advisor Freedom 2035 Fund Class A	48,830	17,127
Fidelity Advisor New Insights Fund Class A	29,192	1,122
Fidelity Advisor Freedom 2055 Fund Class A	10,134	7,329
Fidelity Advisor Equity Growth Fund Class A	4,100	1,512
Fidelity Advisor Freedom 2010 Fund Class A	2,401	1,846
Fidelity Advisor Freedom Inc Fund Class A	1,462	675
Fidelity Advisor Short Fixed Income Fund Class A	1,056	487
Total Mutual Funds	4,831,976	3,614,320
Total Investments	8,050,949	6,925,254
Receivables:		
Employers' contributions	7,671	7,661
Participants' contributions	35,176	34,149
Total Receivables	42,847	41,810
Total Assets	8,093,796	6,967,064
LIABILITIES	-	-
Net Assets Available for Benefits	$ 8,093,796	$ 6,967,064

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

THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
ADDITIONS IN NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation (depreciation) in fair value of investments - mutual funds	$ 550,141	$ 439,320
Interest and dividends	301,802	79,103
Total Investment Income (Loss)	851,943	518,423
Contributions (cash):		
Participants'	493,427	464,277
Rollover	-	45,248
Employers'	102,860	99,891
Total Contributions	596,287	609,416
Total Additions	1,448,230	1,127,839
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	312,283	268,484
Administrative expenses	9,215	8,467
Total Deductions	321,498	276,951
Net Increase (Decrease) in Assets Available for Benefits	1,126,732	850,888
Net Assets Available for Benefits at Beginning of Year	6,967,064	6,116,176
Net Assets Available for Benefits at End of Year	$ 8,093,796	$ 6,967,064

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

1. DESCRIPTION OF PLAN

The following description of The Randolph Company 401(k) Profit Sharing Plan (the Plan), provides only general information. The Plan benefits the eligible employees of The Randolph Company (a corporation) and its affiliated service group members, Bay Boats, Inc., Cryogenic Plastics, Inc., and Prototype Machine Company (a corporation) [the Group].

Effective July 1, 1994 the Group adopted a salary-reduction plan with a discretionary employer-matching contribution under the provisions of Section 401(k), and the regulations thereunder, of the Internal Revenue Code of 1986, as amended (the code). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by the Group. The Plan's assets are held in trust (see Notes 7 & 8 below). The Group amended the Plan during 1999 transferring management of the Plan to Chase Bank of Texas, NA, implementing self-directed accounts for participants, and, to affect other changes more fully described below. During 2000, the assets of the Plan were transferred to Fidelity Management Trust Company, the current trustee of the Plan.

Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions, which are summarized below.

General

The Plan is a 401(k) salary-reduction plan covering all employees, 18 years of age or older, of the group who have attained one year of service as defined in the Plan articles. Employees enter the Plan on either January 1 or July 1 upon becoming eligible.

Contributions

For the years ended December 31, 2013 and 2012, participants could contribute up to 50% of their eligible compensation, as defined by the plan, on a pre-tax basis up to a maximum of $17,500 (2013) and $17,000 (2012). In addition, for the plan years ended December 31, 2012 and 2011, participants who attained age 50 by the end of the plan year could make additional "catch-up" contributions up to $5,500. Participants may also contribute amounts representing distributions from other qualified plans. For the years ended December 31, 2013 and 2012, the Group contributed 50% of the first 3% of base compensation the participants contributed to the Plan. Additional amounts may be contributed at the option of the Group's Boards of Directors. Total contributions are subject to certain limitations.

Participant Accounts

Each participant's account is charged or credited with (a) their salary-reduction contribution, (b) the Group's matching contribution, (c) the investment earnings or losses of the participant selected investments as allocated to the participant's account, and (d) service fees from the trustee. During the years ended December 31, 2013 and 2012, the trustee of the Plan charged each individual participant account an administrative fee of $45.00, prorated based on the number of days the account was active during the year. The total fees charged to the Plan during the years ended December 31, 2013 and 2012 for these account fees were $9,215 and $8,467, respectively.

The amount of benefits to which participants are entitled is the accumulated vested balance of each participant's account. Participant loans are not allowed.

Vesting

Participants are immediately vested (100% non forfeitable at all times) upon entry into the Plan.

1. **DESCRIPTION OF PLAN (continued)**

Payment of Benefits

Upon termination of service, death, or retirement, participants or beneficiaries may elect to receive either a lump-sum amount equal to the value of their vested account balance, or installments paid over a period of years. All payments must be in cash.

Uses of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

2. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements of the Plan are prepared on the accrual method.

The assets of the Plan are stated at fair market value per quoted prices, as of December 31, 2013 and 2012, the valuation dates set forth in the Plan.

Benefits are recorded when paid.

3. **PLAN TERMINATION**

Although it has not expressed any intent to do so, the group has the right to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA.

4. **TAX STATUS**

The plan obtained its latest determination letter on December 10, 2001, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

5. **PLAN ADMINISTRATION**

Certain administrative functions are performed by employees and owners of the Group. No such owner or employee receives any compensation from the Plan for these services. Beginning in 1996 the Plan began to bear all cost associated with administration of the Plan except the annual audit fee.

6. **WITHDRAWING PARTICIPANTS**

Vested participant balances for terminated employees that have not been paid as of December 31, 2013 and 2012 amounted to $491,656 and $343,950, respectively.

7. PLAN INVESTMENTS

Fidelity Management Trust Company is the Trustee of the plan. The Plan's investment vehicles consist of a variety of mutual funds, including a money market mutual fund. The individual participants self direct the investment allocation of their separate accounts. The following summarizes investments at December 31, 2013 and 2012 that represent 5% or more of the Plan's net assets:

	2013	2012
Money Market Funds	$3,218,973	$3,310,934
Fidelity Advisor Strategic Growth Fund Class A 24,534 and 52,632 shares, respectively	$ 872,434	$ 698,424
PIMCO Total Return Fund Class A 40,830 and 34,951 shares, respectively	$ 436,475	$ 392,848
Fidelity Advisor Balanced Fund Class A 24,905 and 23,674 shares, respectively	$ 468,205	$ 390,390
Fidelity Advisor Equity Income Fund Class A 12,292 and 15,206 shares, respectively	$ 393,237	$ 389,130
Fidelity Advisor Value Strategic Fund Class A 12,273 and 12,053 shares, respectively	$ 450,037	$ 342,191
Dreyfus S&P 500 Index Fund Class A 8,492 and 8,044 shares, respectively	$ 414,812	$ 308,960

8. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	2013	2012
Investments, at fair market value		
Money market funds	$ 3,218,973	$ 3,310,934
Mutual funds	$ 4,831,976	$ 3,614,320
Investment income	$ 301,802	$ 79,103
Net appreciation (depreciation) of investments	$ 550,141	$ 439,320

9. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2013			
Money Market and Mutual Funds	$ 8,050,949	-	-
Totals	$ 8,050,949	$ 8,050,949	$ -

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2012			
Money Market and Mutual Funds	$ 6,925,254	-	-
Totals	$ 6,925,254	$ 6,925,254	$ -

FASB 820, Fair Value Measurements and Disclosures

FASB 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

SUPPLEMENTARY INFORMATION

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR:

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
1	Fidelity Prime Money Market Fund	Money market fund, various rates of interest	$3,218,973	$3,218,973
2	Fidelity Advisor Strategic Fund Class A	Mutual fund	$779,321	$872,434
3	Fidelity Advisor Balanced Fund Class A	Mutual fund	$400,787	$468,205
4	Fidelity Advisor Value Strategic Fund Class A	Mutual fund	$330,440	$450,037
5	Pimco Total Return Fund Class A	Mutual fund	$449,478	$436,475
6	Dreyfus S&P 500 Index Fund	Mutual fund	$295,880	$414,812
7	Fidelity Advisor Equity Income Fund Class A	Mutual fund	$304,169	$393,237
8	Fidelity Advisor Freedom 2025 Fund Class A	Mutual fund	$342,934	$368,337
9	Fidelity Advisor Overseas Fund Class A	Mutual fund	$198,172	$240,986
10	Fidelity Advisor Freedom 2015 Fund Class A	Mutual fund	$223,689	$236,561

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR (continued):

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
11	Fidelity Advisor Freedom 2030 Fund Class A	Mutual fund	$215,199	$225,704
12	Fidelity Advisor Large Cap Fund Class A	Mutual fund	$89,342	$118,023
13	Fidelity Advisor Freedom 2020 Fund Class A	Mutual fund	$93,600	$96,525
14	Fidelity Advisor Freedom 2045 Fund Class A	Mutual fund	$77,736	$85,107
15	Fidelity Advisor Technology Fund Class A	Mutual fund	$65,322	$83,584
16	Fidelity Advisor Freedom 2040 Fund Class A	Mutual fund	$63,284	$71,275
17	Fidelity Advisor Mid Cap II Fund Class A	Mutual fund	$58,580	$65,813
18	Fidelity Advisor Freedom 2050 Fund Class A	Mutual fund	$49,313	$55,569
19	Fidelity Advisor Small Cap Fund Class A	Mutual fund	$44,358	$52,117
20	Fidelity Advisor Freedom 2035 Fund Class A	Mutual fund	$44,948	$48,830

THE RANDOLPH COMPANY 401 (k) PROFIT SHARING PLAN

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2013

PLAN NAME: THE RANDOLPH COMPANY 401(k) PROFIT SHARING PLAN

PLAN SPONSOR EIN: 74-1217162

PLAN NUMBER: 002

I. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR (continued):

(a)	(b) Identity of issue, borrower or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
21	Fidelity Advisor Freedom 2005 Fund Class A	Mutual fund	$29,408	$29,192
22	Fidelity Advisor Freedom 2055 Fund Class A	Mutual fund	$8,197	$10,134
23	Fidelity Advisor Equity Growth Fund Class A	Mutual fund	$3,244	$4,100
24	Fidelity Advisor Freedom 2010 Fund Class A	Mutual fund	$2,265	$2,401
25	Fidelity Advisor Freedom Inc Fund Class A	Mutual fund	$1,461	$1,462
26	Fidelity Advisor Short Income Fund Class A	Mutual fund	$1,055	$1,056
		Total Investments	$7,391,155	$8,050,949