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:
- [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
KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 09/29/1991

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

KENNICOTT BROTHERS COMPANY

1638 WEST HUBBARD STREET
CHICAGO, IL 60622-6723

1638 WEST HUBBARD STREET
CHICAGO, IL 60622-6723

2b Employer Identification Number (EIN)
36-1317280

2c Sponsor's telephone number
312-492-5614

2d Business code (see instructions)
424930

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.	07/15/2014	RANDALL SMESTAD
	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**	337
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**	258
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	21
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	279
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	279
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	253
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 2H 2J 2K 2P 2Q 2S 3I

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

9a Plan funding arrangement (check all that apply)		**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.**	**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
KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
36-1317280

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

RELIANCE TRUST COMPANY

58-1428634

(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)

INVESTACORP ADVISORY SERVICES

4400 BISCAYNE BLVD., 11TH FLOOR
MIAMI, FL 33137

(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	NONE	13666	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LPL FINANCIAL

1565 WEYLAND DR., STE 1906
FORT WORTH, TX 76180

(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	NONE	14858	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

DAILYACCESS CORPORATION

63-1156117

(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?
15 37 50 59 64	NONE	24610	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

(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

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

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

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
KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
36-1317280

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	4190	5518
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	5371	7940
(3) Other	1b(3)	2417	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	287726	399766
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5819187	7878683
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	7399902	7285243
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	13518793	15577150
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	1501159	1301066
j Other liabilities	1j	6606	5113
k Total liabilities (add all amounts in lines 1g through1j)	1k	1507765	1306179
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	12011028	14270971

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)	738699	
(B) Participants	2a(1)(B)	545739	
(C) Others (including rollovers)	2a(1)(C)	1329757	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2614195
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15387	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15387
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	209130	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		209130
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	338749	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		338749

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		606577
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3784038
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1504396	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1504396
f Corrective distributions (see instructions)	2f		7398
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		94879
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	36592	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		36592
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1643265
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2140773
l Transfers of assets:			
(1) To this plan	2l(1)		119170
(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: MCGLADREY LLP **(2)** EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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
KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
36-1317280

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): 39-6079818

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):

Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

Financial Report
September 30, 2013

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McGladrey

Independent Auditor's Report

To the Participants and Board of Directors
Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended September 30, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Reliance Trust Company, the trustee for the 401(k) activity, and GreatBanc Trust Company, the trustee for the ESOP activity, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustees hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustees as of September 30, 2013 and 2012, and for the year ended September 30, 2013, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Emphasis of Matter

As discussed in Note 5, the financial statements include investments representing 51 percent and 62 percent of net assets available for benefits as of September 30, 2013 and 2012, respectively, whose fair values have been estimated by management in the absence of readily ascertainable fair values. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

Other Matter

The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of or for the year ended September 30, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

McGladrey LLP

Schaumburg, Illinois
July 14, 2014

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2013

	2013			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 7,878,683	$ -	$ -	$ 7,878,683
Kennicott Bros. Company common stock	-	5,716,659	1,568,584	7,285,243
	7,878,683	5,716,659	1,568,584	15,163,926
Cash	5,518	-	-	5,518
Receivables:				
Notes receivable from participants	399,766	-	-	399,766
Employee contributions	7,940	-	-	7,940
	407,706	-	-	407,706
Total assets	8,291,907	5,716,659	1,568,584	15,577,150
Liabilities				
Loans payable	-	-	1,301,066	1,301,066
Due to broker for securities purchased	5,113	-	-	5,113
Total liabilities	5,113	-	1,301,066	1,306,179
Net Assets Available for Benefits	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2012

	2012			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 5,819,187	$ -	$ -	$ 5,819,187
Kennicott Bros. Company common stock	-	5,537,268	1,862,634	7,399,902
	5,819,187	5,537,268	1,862,634	13,219,089
Cash	4,190	-	-	4,190
Receivables:				
Notes receivable from participants	287,726	-	-	287,726
Employee contributions	5,371	-	-	5,371
Due from broker for securities sold	2,417	-	-	2,417
	295,514	-	-	295,514
Total assets	6,118,891	5,537,268	1,862,634	13,518,793
Liabilities				
Loans payable	-	-	1,501,159	1,501,159
Due to broker for securities purchased	6,606	-	-	6,606
Total liabilities	6,606	-	1,501,159	1,507,765
Net Assets Available for Benefits	$ 6,112,285	$ 5,537,268	$ 361,475	$ 12,011,028

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended September 30, 2013

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
Additions to net assets attributed to:				
Investment income:				
Net appreciation in fair value of investments	$ 606,577	$ 247,917	$ 90,832	$ 945,326
Interest and dividends	209,130	-	-	209,130
	815,707	247,917	90,832	1,154,456
Interest income on notes receivable from participants	15,387	-	-	15,387
Contributions:				
Company	-	443,727	294,972	738,699
Employee	545,739	-	-	545,739
Rollover	1,329,757	-	-	1,329,757
	1,875,496	443,727	294,972	2,614,195
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	384,882	-	384,882
Total additions	2,706,590	1,076,526	385,804	4,168,920
Deductions from net assets attributed to:				
Benefits paid directly to participants	614,659	897,135	-	1,511,794
Interest expense	-	-	94,879	94,879
Administrative expenses	36,592	-	-	36,592
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	-	384,882	384,882
Total deductions	651,251	897,135	479,761	2,028,147
Increase (decrease) before transfers	2,055,339	179,391	(93,957)	2,140,773
Notes receivable from participants transferred in	119,170	-	-	119,170
Net increase (decrease)	2,174,509	179,391	(93,957)	2,259,943
Net assets available for benefits:				
Beginning of year	6,112,285	5,537,268	361,475	12,011,028
End of year	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Note 1. Plan Description

The following brief description of Kennicott Bros. Company (the Company) Employee Stock Ownership and 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General: The Plan is an ESOP with a 401(k) feature. The Plan covers non-union employees of the Company who have met the eligibility requirements, as defined by the Plan. Employees may enter the Plan on April 1 or October 1 following six months of service.

On September 5, 2012, effective October 1, 2012, the Plan was amended such that each individual that becomes an employee of the Company due to the acquisition of substantially all of the assets of Vans, Inc., and who was employed by Vans, Inc. immediately prior to employment with the Company, will be credited with all hours of service with Vans, Inc.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan purchased Kennicott Bros. Company stock using the proceeds from a note payable from the sponsoring Company and notes payable from former shareholders guaranteed by the Company (see Note 9), and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period of 15 years, as determined in the loan agreements, by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Internal Revenue Code (Code).

The sponsoring Company borrowed from a bank to fund the purchase of its common stock by the Plan. Unallocated shares of stock in the Plan and a first mortgage on the Chicago plant are collateral for the related bank borrowings of the Company. The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the years 2013 and 2012 present separately the assets and liabilities and the changes therein pertaining to a) the accounts of employees with vested or unvested rights in allocated stock, and b) stock not yet allocated to employees.

Payment of benefits: Distributions from the Plan are made upon retirement, termination, total disability or death. If termination of employment is prior to retirement age, the distribution of benefits, other than Company stock, will be distributed in a single lump-sum upon request or may be retained in the Plan if requested. Participants may also make withdrawals from their vested account balances if a determination that a financial hardship, as defined, has occurred. Effective February 3, 2012, the Plan also permits in-service withdrawals of all of a participant's accounts other than the ESOP account after attaining age 59½.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. The Company repurchased from participants 27,988.1016 shares and recycled 27,390.5778 shares at the price determined from the independent appraisal as of September 30, 2012, during the year ended September 30, 2013.

Voting rights: GreatBanc Trust Company (Trustee) shall vote the shares held in the trust fund with respect to all matters. The ESOP Voting Committee shall be entitled to direct the Trustee as to how to vote such shares, including the shares allocated to the suspense account and if the participants are allowed to direct the Trustee, pursuant to the Code, all other shares with respect to which the participants may fail to direct the Trustee.

Note 1. Plan Description (Continued)

Contributions: Eligible participants are automatically enrolled in the Plan upon meeting the eligibility requirements. A participant will have 3 percent of compensation deducted and contributed to the Plan, until the participant elects a higher or lower deferral rate. Additionally, participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make discretionary ESOP contributions, profit-sharing contributions, matching contributions, and various other contributions to the Plan. Contributions are determined annually by the Company's Board of Directors. The Company contributions during the year ended September 30, 2013, were ESOP matching contributions, which were allocated based on the proportion that each participant's elective deferral bears to the total elective deferrals of all eligible participants for that year, with deferrals limited to 3 percent of compensation, and additional ESOP contributions, which were allocated based on the proportion that each participant's compensation bears to all participants' compensation.

Contributions are subject to limitations as provided in the Code and as described in the Plan.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings is based on years of credited service. Participants are 20 percent vested after two years of service, and vesting increases 20 percent each additional year of service to a maximum of 100 percent after six years. Participants are also 100 percent vested in all accounts in the event of death, permanent disability, or upon reaching retirement age.

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

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the numbers of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds offered by the Plan.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's contributions, if any, forfeitures, if any, and Plan earnings. Allocations are based on participant account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Plan Description (Continued)

Forfeitures: At September 30, 2013 and 2012, there were forfeited non-vested accounts totaling $287 and $0, respectively. Forfeitures are kept in a suspense account and allocated to eligible participants as matching contributions. Effective October 1, 2011, the Plan was amended such that any remaining forfeitures shall be applied first to reduce any administrative expenses in the operations and administration of the Plan. If any forfeitures remain, these shall be applied to reduce the next employer contribution and allocated as part of that employer contribution. For the year ended September 30, 2013, there were no forfeitures used to pay administrative expenses, and the Company allocated 2,070.0929 of forfeited non-vested shares.

Investment options: Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment choices as more fully described in the Plan's literature. Participants can change their investment options on a daily basis.

The Company stock portion of the Plan representing Company contributions is invested in Company stock in accordance with the plan document.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (a) $50,000 or (b) one-half of their account balance attributable to employee deferrals and Company matching contributions. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. Loan terms range from 1 to 5 years or longer for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate, as published in the Wall Street Journal, plus 1 percent. The interest rates on loans outstanding ranged from 4.25 to 10.00 percent at September 30, 2013, and were 4.25 percent at September 30, 2012. Principal and interest are paid through payroll deductions.

During the year ended September 30, 2013, the Company passed a resolution allowing for the transfer in of notes receivable from participants from the Vans, Inc. Profit Sharing 401(k) Plan related to its acquisition of Vans, Inc. The notes receivable transferred in totaled $119,170, and all loans bore interest of 10 percent. The loans are to be repaid in accordance with the terms of the existing promissory notes.

Note 2. Significant Accounting Policies

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. 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’s Fiduciary Investment Committee determines the Plan’s valuation policies utilizing information provided by investment trustees. See Note 5 for discussion of fair value measurements.

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

Note 2. Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. This update has been adopted and reflected in Note 5.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update are effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

On July 8, 2013, the FASB issued ASU 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04,* which was effective upon issuance. The amendments in this update defer indefinitely the effective date of certain required disclosures in update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. This update has been adopted and reflected in Note 5.

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees

The following is a summary of the Plan's asset and income information as of September 30, 2013 and 2012, and for the year ended September 30, 2013, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Reliance Trust Company and GreatBanc Trust Company, the trustees, that information provided to the Plan Administrator by the trustees related to the following assets and income is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees (Continued)

The following information was certified by Reliance Trust Company:

	2013	2012
Shares of registered investment companies	$ 7,878,683	$ 5,819,187
Net appreciation in fair value of investments:		
Shares of registered investment companies	606,577	
Interest and dividends	209,130	

The following information was certified by GreatBanc Trust Company:

	2013	2012
Common stock	$ 7,285,243	$ 7,399,902
Net appreciation in fair value of investments:		
Common stock	338,749	

Note 4. Investments

The following presents investments as of September 30, 2013 and 2012, representing 5 percent or more of the Plan's net assets.

	2013	2012
Shares of registered investment companies:		
Columbia Large Cap Index Fund Investor A	$ 956,338	$ 1,037,821
Columbia Mid Cap Index Fund Investor A	874,511	681,684
American Funds EuroPacific Growth Fund R 5	1,081,105	651,302
Dreyfus Bond Market Index Fund Investor	-	1,108,537
PIMCO Total Return Fund Institutional	1,349,089	-
Common stock - Kennicott Bros. Company	7,285,243	7,399,902

During 2013, the Plan’s investments appreciated in value (including gains and losses on investments bought and sold as well as held during the year) as follows:

Shares of registered investment companies	$ 606,577
Common stock	338,749
	$ 945,326

Note 5. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 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;
- 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Kennicott Bros. Company common stock: Valued at fair value, as determined by the ESOP Trustee, after taking into consideration a valuation from an independent appraiser. This appraisal was based upon a combination of valuation techniques including a discounted cash flow method and a capitalized cash flow method, with more weight being given to the capitalized cash flow method as the Company does not provide a long term forecast. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

Note 5. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013 and 2012.

	2013			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 5,473,170	$ -	$ -	$ 5,473,170
Short Term	364,917	-	-	364,917
Fixed Income	2,040,596	-	-	2,040,596
Common stock - Kennicott Bros. Company	-	-	7,285,243	7,285,243
	$ 7,878,683	$ -	$ 7,285,243	$ 15,163,926

	2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 3,847,743	$ -	$ -	$ 3,847,743
Short Term	271,061	-	-	271,061
Fixed Income	1,700,383	-	-	1,700,383
Common stock - Kennicott Bros. Company	-	-	7,399,902	7,399,902
	$ 5,819,187	$ -	$ 7,399,902	$ 13,219,089

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended September 30, 2013, there were no transfers in or out of Level 3.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2013.

	Common stock
Balance, beginning of the year	$ 7,399,902
Realized gains	215,508
Unrealized gains relating to instruments still held at the reporting date	123,241
Sales	(453,408)
Balance, end of the year	$ 7,285,243

Note 5. Fair Value Measurements (Continued)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs. As discussed in Note 2, the table excludes the quantitative information regarding such inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs
Common stock – Kennicott Bros. Company	$7,285,243	Discounted cash flow	Weighted average cost of capital Sales growth EBITDA growth EBITDA margin Discount for lack of marketability
		Capitalized cash flow	Weighted average cost of capital Historical EBITDA Investment in working capital Capital expenditures Discount for lack of marketability

In estimating a fair value of the Investments in Level 3, the ESOP Trustee uses an independent appraiser. In substantiating the reasonableness of the pricing data provided by third parties, the ESOP Trustee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Note 6. Related Party Transactions

The Plan's investments are held and invested by Reliance Trust Company and GreatBanc Trust Company, the trustees. Nonparticipant directed investments are common stock of the Company. DailyAccess Corporation (DailyAccess), Investacorp Advisory Services (Investacorp) and LPL Financial are the Plan’s recordkeeper and investment advisors. Therefore, these transactions qualify as party-in-interest transactions. Fees paid to DailyAccess, Investacorp and LPL Financial during the year ended September 30, 2013, amounted to $23,395, $6,007 and $7,190, respectively.

Note 6. Related Party Transactions (Continued)

Certain employees of the Company provide services to the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 7. Plan Termination

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

Note 8. Investments and Transactions with Sponsor

The fair value of Kennicott Bros. Company common stock was $16.99 and $16.20 per share based upon the September 30, 2013 and 2012, valuations, respectively. Information about the Plan's investment in the Company's common stock at September 30, 2013 and 2012 is as follows:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	336,471.9850	92,323.9613	341,806.6204	114,977.4275
Cost	$ 2,860,012	$ 784,754	$ 2,905,356	$ 977,308
Fair value	$ 5,716,659	$ 1,568,584	$ 5,537,268	$ 1,862,634

Note 9. Loans Payable

Loans payable consist of the following at September 30, 2013 and 2012:

	2013	2012
Term note payable to the Company, due in monthly installments of $16,674 plus interest at 5.75 percent, due April 30, 2015, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	$ 108,559	$ 308,652
Notes payable to former shareholders, due in monthly installments of $9,940 beginning on the last day of the month in which the Term Note is paid in full, with interest payments at 7 percent due monthly beginning on May 31, 2000, with the final payment due no later than ten years after the Term Note has been paid in full, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	1,192,507	1,192,507
Total notes payable	$ 1,301,066	$ 1,501,159

Note 9. Loans Payable (Continued)

Maturities for long-term debt are as follows:

Years ending September 30:	
2014	$ 158,259
2015	119,280
2016	119,280
2017	119,280
2018	119,280
Thereafter	665,687
	$ 1,301,066

Note 10. Income Tax Status

The Internal Revenue Service determined and informed the sponsor by a letter dated March 12, 2003, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Code. On February 27, 2014, the Plan received a new determination letter. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is currently operating in compliance with applicable requirements of the Code.

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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the local, state and federal taxing authorities. 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 2009.

Note 11. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with investment securities, and to uncertainties inherent in the estimations and assumptions process, 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 statement of net assets available for benefits.

Note 12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of September 30, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 14,270,971	$ 12,011,028
Participant loans	399,766	287,726
Notes receivable from participants	(399,766)	(287,726)
Net assets available for benefits per Form 5500	$ 14,270,971	$ 12,011,028

Note 13. Plan Amendments and Subsequent Events

On June 24, 2013, the Plan was amended effective October 1, 2013, to change the eligibility requirements for participation in this Plan to attainment of age 21 and completion of 60 days of continuous service from the employee's most recent date of hire. An employee shall become a participant in the Plan on the first day of each month following the date the employee satisfies the eligibility requirements.

The Plan was also amended on June 24, 2013, effective October 1, 2013, such that a participant whose employment terminates on or after the participant's normal retirement date, or due to death or total disability, shall be eligible for a share of the ESOP contribution or employer stock allocated as a result of the ESOP contribution only if the participant was eligible to receive a share of the ESOP contribution for the plan year immediately preceding the plan year in which the participant's employment terminates on or after the participant's normal retirement date, or due to death or total disability.

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through July 14, 2014, the date the financial statements were available to be issued.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
September 30, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Participant-directed:				
		Shares of registered investment companies:		
	Invesco	Real Estate Fund	**	$ 225,404
	American Century	Midcap Value Fund IV	**	38,302
	Columbia Funds Series Trust	Large Cap Index Fund Investor A	**	956,338
	Columbia Funds Series Trust	Mid Cap Index Fund Investor A	**	874,511
	Columbia Funds Series Trust	Small Cap Index Fund Investor A	**	569,400
	American Funds	EuroPacific Growth Fund R 5	**	1,081,105
	Prudential	Jennison Mid Cap Growth Fund Z	**	100,639
	Vanguard	Equity Income Fund Investor	**	474,083
	Vanguard	Balanced Index Fund Investor	**	197,452
	Vanguard	Money Market Prime Portfolio Fund	**	364,917
	Goldman Sachs	Short Duration Government Fund A	**	206,573
	Prudential	High Yield Fund Class Z	**	484,934
	John Hancock	US Global Leaders Growth Fund I	**	202,350
	JPMorgan	Small Cap Value Fund R6	**	161,275
	OppenheimerFunds	Developing Markets Fund Y	**	592,311
	PIMCO	Total Return Fund Institutional	**	1,349,089
				7,878,683
*	Participants	Participant loans, interest rates range from 4.25 to 10.00 percent	**	399,766
Nonparticipant-directed:				
		Common stock:		
*	Kennicott Bros. Company	Kennicott Bros. Company common stock, 428,795.9463 shares	$ 3,644,766	7,285,243
				$ 15,563,692

* Represents a party-in-interest investment.
** Cost information is not required for participant-directed investments.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended September 30, 2013

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Goldman Sachs	Goldman Sachs Financial Square Government Fund							
	1 purchase transaction	$ 443,727	$ -	$ -	$ -	$ 443,727	$ 443,727	$ -
	1 sale transaction	-	443,727	-	-	443,727	443,727	-

Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

Financial Report
September 30, 2013

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McGladrey

Independent Auditor's Report

To the Participants and Board of Directors
Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended September 30, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Reliance Trust Company, the trustee for the 401(k) activity, and GreatBanc Trust Company, the trustee for the ESOP activity, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustees hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustees as of September 30, 2013 and 2012, and for the year ended September 30, 2013, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Emphasis of Matter

As discussed in Note 5, the financial statements include investments representing 51 percent and 62 percent of net assets available for benefits as of September 30, 2013 and 2012, respectively, whose fair values have been estimated by management in the absence of readily ascertainable fair values. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

Other Matter

The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of or for the year ended September 30, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

McGladrey LLP

Schaumburg, Illinois
July 14, 2014

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2013

	2013			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 7,878,683	$ -	$ -	$ 7,878,683
Kennicott Bros. Company common stock	-	5,716,659	1,568,584	7,285,243
	7,878,683	5,716,659	1,568,584	15,163,926
Cash	5,518	-	-	5,518
Receivables:				
Notes receivable from participants	399,766	-	-	399,766
Employee contributions	7,940	-	-	7,940
	407,706	-	-	407,706
Total assets	8,291,907	5,716,659	1,568,584	15,577,150
Liabilities				
Loans payable	-	-	1,301,066	1,301,066
Due to broker for securities purchased	5,113	-	-	5,113
Total liabilities	5,113	-	1,301,066	1,306,179
Net Assets Available for Benefits	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2012

	2012			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 5,819,187	$ -	$ -	$ 5,819,187
Kennicott Bros. Company common stock	-	5,537,268	1,862,634	7,399,902
	5,819,187	5,537,268	1,862,634	13,219,089
Cash	4,190	-	-	4,190
Receivables:				
Notes receivable from participants	287,726	-	-	287,726
Employee contributions	5,371	-	-	5,371
Due from broker for securities sold	2,417	-	-	2,417
	295,514	-	-	295,514
Total assets	6,118,891	5,537,268	1,862,634	13,518,793
Liabilities				
Loans payable	-	-	1,501,159	1,501,159
Due to broker for securities purchased	6,606	-	-	6,606
Total liabilities	6,606	-	1,501,159	1,507,765
Net Assets Available for Benefits	$ 6,112,285	$ 5,537,268	$ 361,475	$ 12,011,028

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended September 30, 2013

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
Additions to net assets attributed to:				
Investment income:				
Net appreciation in fair value of investments	$ 606,577	$ 247,917	$ 90,832	$ 945,326
Interest and dividends	209,130	-	-	209,130
	815,707	247,917	90,832	1,154,456
Interest income on notes receivable from participants	15,387	-	-	15,387
Contributions:				
Company	-	443,727	294,972	738,699
Employee	545,739	-	-	545,739
Rollover	1,329,757	-	-	1,329,757
	1,875,496	443,727	294,972	2,614,195
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	384,882	-	384,882
Total additions	2,706,590	1,076,526	385,804	4,168,920
Deductions from net assets attributed to:				
Benefits paid directly to participants	614,659	897,135	-	1,511,794
Interest expense	-	-	94,879	94,879
Administrative expenses	36,592	-	-	36,592
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	-	384,882	384,882
Total deductions	651,251	897,135	479,761	2,028,147
Increase (decrease) before transfers	2,055,339	179,391	(93,957)	2,140,773
Notes receivable from participants transferred in	119,170	-	-	119,170
Net increase (decrease)	2,174,509	179,391	(93,957)	2,259,943
Net assets available for benefits:				
Beginning of year	6,112,285	5,537,268	361,475	12,011,028
End of year	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Note 1. Plan Description

The following brief description of Kennicott Bros. Company (the Company) Employee Stock Ownership and 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General: The Plan is an ESOP with a 401(k) feature. The Plan covers non-union employees of the Company who have met the eligibility requirements, as defined by the Plan. Employees may enter the Plan on April 1 or October 1 following six months of service.

On September 5, 2012, effective October 1, 2012, the Plan was amended such that each individual that becomes an employee of the Company due to the acquisition of substantially all of the assets of Vans, Inc., and who was employed by Vans, Inc. immediately prior to employment with the Company, will be credited with all hours of service with Vans, Inc.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan purchased Kennicott Bros. Company stock using the proceeds from a note payable from the sponsoring Company and notes payable from former shareholders guaranteed by the Company (see Note 9), and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period of 15 years, as determined in the loan agreements, by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Internal Revenue Code (Code).

The sponsoring Company borrowed from a bank to fund the purchase of its common stock by the Plan. Unallocated shares of stock in the Plan and a first mortgage on the Chicago plant are collateral for the related bank borrowings of the Company. The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the years 2013 and 2012 present separately the assets and liabilities and the changes therein pertaining to a) the accounts of employees with vested or unvested rights in allocated stock, and b) stock not yet allocated to employees.

Payment of benefits: Distributions from the Plan are made upon retirement, termination, total disability or death. If termination of employment is prior to retirement age, the distribution of benefits, other than Company stock, will be distributed in a single lump-sum upon request or may be retained in the Plan if requested. Participants may also make withdrawals from their vested account balances if a determination that a financial hardship, as defined, has occurred. Effective February 3, 2012, the Plan also permits in-service withdrawals of all of a participant's accounts other than the ESOP account after attaining age 59½.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. The Company repurchased from participants 27,988.1016 shares and recycled 27,390.5778 shares at the price determined from the independent appraisal as of September 30, 2012, during the year ended September 30, 2013.

Voting rights: GreatBanc Trust Company (Trustee) shall vote the shares held in the trust fund with respect to all matters. The ESOP Voting Committee shall be entitled to direct the Trustee as to how to vote such shares, including the shares allocated to the suspense account and if the participants are allowed to direct the Trustee, pursuant to the Code, all other shares with respect to which the participants may fail to direct the Trustee.

Note 1. Plan Description (Continued)

Contributions: Eligible participants are automatically enrolled in the Plan upon meeting the eligibility requirements. A participant will have 3 percent of compensation deducted and contributed to the Plan, until the participant elects a higher or lower deferral rate. Additionally, participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make discretionary ESOP contributions, profit-sharing contributions, matching contributions, and various other contributions to the Plan. Contributions are determined annually by the Company's Board of Directors. The Company contributions during the year ended September 30, 2013, were ESOP matching contributions, which were allocated based on the proportion that each participant's elective deferral bears to the total elective deferrals of all eligible participants for that year, with deferrals limited to 3 percent of compensation, and additional ESOP contributions, which were allocated based on the proportion that each participant's compensation bears to all participants' compensation.

Contributions are subject to limitations as provided in the Code and as described in the Plan.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings is based on years of credited service. Participants are 20 percent vested after two years of service, and vesting increases 20 percent each additional year of service to a maximum of 100 percent after six years. Participants are also 100 percent vested in all accounts in the event of death, permanent disability, or upon reaching retirement age.

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

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the numbers of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds offered by the Plan.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's contributions, if any, forfeitures, if any, and Plan earnings. Allocations are based on participant account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Plan Description (Continued)

Forfeitures: At September 30, 2013 and 2012, there were forfeited non-vested accounts totaling $287 and $0, respectively. Forfeitures are kept in a suspense account and allocated to eligible participants as matching contributions. Effective October 1, 2011, the Plan was amended such that any remaining forfeitures shall be applied first to reduce any administrative expenses in the operations and administration of the Plan. If any forfeitures remain, these shall be applied to reduce the next employer contribution and allocated as part of that employer contribution. For the year ended September 30, 2013, there were no forfeitures used to pay administrative expenses, and the Company allocated 2,070.0929 of forfeited non-vested shares.

Investment options: Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment choices as more fully described in the Plan's literature. Participants can change their investment options on a daily basis.

The Company stock portion of the Plan representing Company contributions is invested in Company stock in accordance with the plan document.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (a) $50,000 or (b) one-half of their account balance attributable to employee deferrals and Company matching contributions. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. Loan terms range from 1 to 5 years or longer for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate, as published in the Wall Street Journal, plus 1 percent. The interest rates on loans outstanding ranged from 4.25 to 10.00 percent at September 30, 2013, and were 4.25 percent at September 30, 2012. Principal and interest are paid through payroll deductions.

During the year ended September 30, 2013, the Company passed a resolution allowing for the transfer in of notes receivable from participants from the Vans, Inc. Profit Sharing 401(k) Plan related to its acquisition of Vans, Inc. The notes receivable transferred in totaled $119,170, and all loans bore interest of 10 percent. The loans are to be repaid in accordance with the terms of the existing promissory notes.

Note 2. Significant Accounting Policies

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. 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’s Fiduciary Investment Committee determines the Plan’s valuation policies utilizing information provided by investment trustees. See Note 5 for discussion of fair value measurements.

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

Note 2. Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. This update has been adopted and reflected in Note 5.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update are effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

On July 8, 2013, the FASB issued ASU 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04,* which was effective upon issuance. The amendments in this update defer indefinitely the effective date of certain required disclosures in update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. This update has been adopted and reflected in Note 5.

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees

The following is a summary of the Plan's asset and income information as of September 30, 2013 and 2012, and for the year ended September 30, 2013, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Reliance Trust Company and GreatBanc Trust Company, the trustees, that information provided to the Plan Administrator by the trustees related to the following assets and income is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees (Continued)

The following information was certified by Reliance Trust Company:

	2013	2012
Shares of registered investment companies	$ 7,878,683	$ 5,819,187
Net appreciation in fair value of investments:		
Shares of registered investment companies	606,577	
Interest and dividends	209,130	

The following information was certified by GreatBanc Trust Company:

	2013	2012
Common stock	$ 7,285,243	$ 7,399,902
Net appreciation in fair value of investments:		
Common stock	338,749	

Note 4. Investments

The following presents investments as of September 30, 2013 and 2012, representing 5 percent or more of the Plan's net assets.

	2013	2012
Shares of registered investment companies:		
Columbia Large Cap Index Fund Investor A	$ 956,338	$ 1,037,821
Columbia Mid Cap Index Fund Investor A	874,511	681,684
American Funds EuroPacific Growth Fund R 5	1,081,105	651,302
Dreyfus Bond Market Index Fund Investor	-	1,108,537
PIMCO Total Return Fund Institutional	1,349,089	-
Common stock - Kennicott Bros. Company	7,285,243	7,399,902

During 2013, the Plan’s investments appreciated in value (including gains and losses on investments bought and sold as well as held during the year) as follows:

Shares of registered investment companies	$ 606,577
Common stock	338,749
	$ 945,326

Note 5. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 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;
- 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Kennicott Bros. Company common stock: Valued at fair value, as determined by the ESOP Trustee, after taking into consideration a valuation from an independent appraiser. This appraisal was based upon a combination of valuation techniques including a discounted cash flow method and a capitalized cash flow method, with more weight being given to the capitalized cash flow method as the Company does not provide a long term forecast. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

Note 5. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013 and 2012.

	2013			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 5,473,170	$ -	$ -	$ 5,473,170
Short Term	364,917	-	-	364,917
Fixed Income	2,040,596	-	-	2,040,596
Common stock - Kennicott Bros. Company	-	-	7,285,243	7,285,243
	$ 7,878,683	$ -	$ 7,285,243	$ 15,163,926

	2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 3,847,743	$ -	$ -	$ 3,847,743
Short Term	271,061	-	-	271,061
Fixed Income	1,700,383	-	-	1,700,383
Common stock - Kennicott Bros. Company	-	-	7,399,902	7,399,902
	$ 5,819,187	$ -	$ 7,399,902	$ 13,219,089

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended September 30, 2013, there were no transfers in or out of Level 3.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2013.

	Common stock
Balance, beginning of the year	$ 7,399,902
Realized gains	215,508
Unrealized gains relating to instruments still held at the reporting date	123,241
Sales	(453,408)
Balance, end of the year	$ 7,285,243

Note 5. Fair Value Measurements (Continued)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs. As discussed in Note 2, the table excludes the quantitative information regarding such inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs
Common stock – Kennicott Bros. Company	$7,285,243	Discounted cash flow	Weighted average cost of capital Sales growth EBITDA growth EBITDA margin Discount for lack of marketability
		Capitalized cash flow	Weighted average cost of capital Historical EBITDA Investment in working capital Capital expenditures Discount for lack of marketability

In estimating a fair value of the Investments in Level 3, the ESOP Trustee uses an independent appraiser. In substantiating the reasonableness of the pricing data provided by third parties, the ESOP Trustee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Note 6. Related Party Transactions

The Plan's investments are held and invested by Reliance Trust Company and GreatBanc Trust Company, the trustees. Nonparticipant directed investments are common stock of the Company. DailyAccess Corporation (DailyAccess), Investacorp Advisory Services (Investacorp) and LPL Financial are the Plan’s recordkeeper and investment advisors. Therefore, these transactions qualify as party-in-interest transactions. Fees paid to DailyAccess, Investacorp and LPL Financial during the year ended September 30, 2013, amounted to $23,395, $6,007 and $7,190, respectively.

Note 6. Related Party Transactions (Continued)

Certain employees of the Company provide services to the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 7. Plan Termination

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

Note 8. Investments and Transactions with Sponsor

The fair value of Kennicott Bros. Company common stock was $16.99 and $16.20 per share based upon the September 30, 2013 and 2012, valuations, respectively. Information about the Plan's investment in the Company's common stock at September 30, 2013 and 2012 is as follows:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	336,471.9850	92,323.9613	341,806.6204	114,977.4275
Cost	$ 2,860,012	$ 784,754	$ 2,905,356	$ 977,308
Fair value	$ 5,716,659	$ 1,568,584	$ 5,537,268	$ 1,862,634

Note 9. Loans Payable

Loans payable consist of the following at September 30, 2013 and 2012:

	2013	2012
Term note payable to the Company, due in monthly installments of $16,674 plus interest at 5.75 percent, due April 30, 2015, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	$ 108,559	$ 308,652
Notes payable to former shareholders, due in monthly installments of $9,940 beginning on the last day of the month in which the Term Note is paid in full, with interest payments at 7 percent due monthly beginning on May 31, 2000, with the final payment due no later than ten years after the Term Note has been paid in full, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	1,192,507	1,192,507
Total notes payable	$ 1,301,066	$ 1,501,159

Note 9. Loans Payable (Continued)

Maturities for long-term debt are as follows:

Years ending September 30:	
2014	$ 158,259
2015	119,280
2016	119,280
2017	119,280
2018	119,280
Thereafter	665,687
	$ 1,301,066

Note 10. Income Tax Status

The Internal Revenue Service determined and informed the sponsor by a letter dated March 12, 2003, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Code. On February 27, 2014, the Plan received a new determination letter. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is currently operating in compliance with applicable requirements of the Code.

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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the local, state and federal taxing authorities. 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 2009.

Note 11. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with investment securities, and to uncertainties inherent in the estimations and assumptions process, 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 statement of net assets available for benefits.

Note 12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of September 30, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 14,270,971	$ 12,011,028
Participant loans	399,766	287,726
Notes receivable from participants	(399,766)	(287,726)
Net assets available for benefits per Form 5500	$ 14,270,971	$ 12,011,028

Note 13. Plan Amendments and Subsequent Events

On June 24, 2013, the Plan was amended effective October 1, 2013, to change the eligibility requirements for participation in this Plan to attainment of age 21 and completion of 60 days of continuous service from the employee's most recent date of hire. An employee shall become a participant in the Plan on the first day of each month following the date the employee satisfies the eligibility requirements.

The Plan was also amended on June 24, 2013, effective October 1, 2013, such that a participant whose employment terminates on or after the participant's normal retirement date, or due to death or total disability, shall be eligible for a share of the ESOP contribution or employer stock allocated as a result of the ESOP contribution only if the participant was eligible to receive a share of the ESOP contribution for the plan year immediately preceding the plan year in which the participant's employment terminates on or after the participant's normal retirement date, or due to death or total disability.

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through July 14, 2014, the date the financial statements were available to be issued.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
September 30, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Participant-directed:				
		Shares of registered investment companies:		
	Invesco	Real Estate Fund	**	$ 225,404
	American Century	Midcap Value Fund IV	**	38,302
	Columbia Funds Series Trust	Large Cap Index Fund Investor A	**	956,338
	Columbia Funds Series Trust	Mid Cap Index Fund Investor A	**	874,511
	Columbia Funds Series Trust	Small Cap Index Fund Investor A	**	569,400
	American Funds	EuroPacific Growth Fund R 5	**	1,081,105
	Prudential	Jennison Mid Cap Growth Fund Z	**	100,639
	Vanguard	Equity Income Fund Investor	**	474,083
	Vanguard	Balanced Index Fund Investor	**	197,452
	Vanguard	Money Market Prime Portfolio Fund	**	364,917
	Goldman Sachs	Short Duration Government Fund A	**	206,573
	Prudential	High Yield Fund Class Z	**	484,934
	John Hancock	US Global Leaders Growth Fund I	**	202,350
	JPMorgan	Small Cap Value Fund R6	**	161,275
	OppenheimerFunds	Developing Markets Fund Y	**	592,311
	PIMCO	Total Return Fund Institutional	**	1,349,089
				7,878,683
*	Participants	Participant loans, interest rates range from 4.25 to 10.00 percent	**	399,766
Nonparticipant-directed:				
		Common stock:		
*	Kennicott Bros. Company	Kennicott Bros. Company common stock, 428,795.9463 shares	$ 3,644,766	7,285,243
				$ 15,563,692

* Represents a party-in-interest investment.
** Cost information is not required for participant-directed investments.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended September 30, 2013

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Goldman Sachs	Goldman Sachs Financial Square Government Fund							
	1 purchase transaction	$ 443,727	$ -	$ -	$ -	$ 443,727	$ 443,727	$ -
	1 sale transaction	-	443,727	-	-	443,727	443,727	-

Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

Financial Report
September 30, 2013

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McGladrey

Independent Auditor's Report

To the Participants and Board of Directors
Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended September 30, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Reliance Trust Company, the trustee for the 401(k) activity, and GreatBanc Trust Company, the trustee for the ESOP activity, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustees hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustees as of September 30, 2013 and 2012, and for the year ended September 30, 2013, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Member of the RSM International network of independent accounting, tax and consulting firms.

Emphasis of Matter

As discussed in Note 5, the financial statements include investments representing 51 percent and 62 percent of net assets available for benefits as of September 30, 2013 and 2012, respectively, whose fair values have been estimated by management in the absence of readily ascertainable fair values. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

Other Matter

The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of or for the year ended September 30, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

McGladrey LLP

Schaumburg, Illinois
July 14, 2014

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2013

	2013			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 7,878,683	$ -	$ -	$ 7,878,683
Kennicott Bros. Company common stock	-	5,716,659	1,568,584	7,285,243
	7,878,683	5,716,659	1,568,584	15,163,926
Cash	5,518	-	-	5,518
Receivables:				
Notes receivable from participants	399,766	-	-	399,766
Employee contributions	7,940	-	-	7,940
	407,706	-	-	407,706
Total assets	8,291,907	5,716,659	1,568,584	15,577,150
Liabilities				
Loans payable	-	-	1,301,066	1,301,066
Due to broker for securities purchased	5,113	-	-	5,113
Total liabilities	5,113	-	1,301,066	1,306,179
Net Assets Available for Benefits	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Net Assets Available for Benefits
September 30, 2012

	2012			
	Participant	Nonparticipant Directed		
	Directed	Allocated	Unallocated	Total
Assets				
Investments, at fair value:				
Shares of registered investment companies	$ 5,819,187	$ -	$ -	$ 5,819,187
Kennicott Bros. Company common stock	-	5,537,268	1,862,634	7,399,902
	5,819,187	5,537,268	1,862,634	13,219,089
Cash	4,190	-	-	4,190
Receivables:				
Notes receivable from participants	287,726	-	-	287,726
Employee contributions	5,371	-	-	5,371
Due from broker for securities sold	2,417	-	-	2,417
	295,514	-	-	295,514
Total assets	6,118,891	5,537,268	1,862,634	13,518,793
Liabilities				
Loans payable	-	-	1,501,159	1,501,159
Due to broker for securities purchased	6,606	-	-	6,606
Total liabilities	6,606	-	1,501,159	1,507,765
Net Assets Available for Benefits	$ 6,112,285	$ 5,537,268	$ 361,475	$ 12,011,028

See Notes to Financial Statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended September 30, 2013

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
Additions to net assets attributed to:				
Investment income:				
Net appreciation in fair value of investments	$ 606,577	$ 247,917	$ 90,832	$ 945,326
Interest and dividends	209,130	-	-	209,130
	815,707	247,917	90,832	1,154,456
Interest income on notes receivable from participants	15,387	-	-	15,387
Contributions:				
Company	-	443,727	294,972	738,699
Employee	545,739	-	-	545,739
Rollover	1,329,757	-	-	1,329,757
	1,875,496	443,727	294,972	2,614,195
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	384,882	-	384,882
Total additions	2,706,590	1,076,526	385,804	4,168,920
Deductions from net assets attributed to:				
Benefits paid directly to participants	614,659	897,135	-	1,511,794
Interest expense	-	-	94,879	94,879
Administrative expenses	36,592	-	-	36,592
Allocation of 22,653.4662 shares of common stock of Kennicott Bros. Company, at fair value	-	-	384,882	384,882
Total deductions	651,251	897,135	479,761	2,028,147
Increase (decrease) before transfers	2,055,339	179,391	(93,957)	2,140,773
Notes receivable from participants transferred in	119,170	-	-	119,170
Net increase (decrease)	2,174,509	179,391	(93,957)	2,259,943
Net assets available for benefits:				
Beginning of year	6,112,285	5,537,268	361,475	12,011,028
End of year	$ 8,286,794	$ 5,716,659	$ 267,518	$ 14,270,971

See Notes to Financial Statements.

Note 1. Plan Description

The following brief description of Kennicott Bros. Company (the Company) Employee Stock Ownership and 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General: The Plan is an ESOP with a 401(k) feature. The Plan covers non-union employees of the Company who have met the eligibility requirements, as defined by the Plan. Employees may enter the Plan on April 1 or October 1 following six months of service.

On September 5, 2012, effective October 1, 2012, the Plan was amended such that each individual that becomes an employee of the Company due to the acquisition of substantially all of the assets of Vans, Inc., and who was employed by Vans, Inc. immediately prior to employment with the Company, will be credited with all hours of service with Vans, Inc.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan purchased Kennicott Bros. Company stock using the proceeds from a note payable from the sponsoring Company and notes payable from former shareholders guaranteed by the Company (see Note 9), and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period of 15 years, as determined in the loan agreements, by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Internal Revenue Code (Code).

The sponsoring Company borrowed from a bank to fund the purchase of its common stock by the Plan. Unallocated shares of stock in the Plan and a first mortgage on the Chicago plant are collateral for the related bank borrowings of the Company. The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the years 2013 and 2012 present separately the assets and liabilities and the changes therein pertaining to a) the accounts of employees with vested or unvested rights in allocated stock, and b) stock not yet allocated to employees.

Payment of benefits: Distributions from the Plan are made upon retirement, termination, total disability or death. If termination of employment is prior to retirement age, the distribution of benefits, other than Company stock, will be distributed in a single lump-sum upon request or may be retained in the Plan if requested. Participants may also make withdrawals from their vested account balances if a determination that a financial hardship, as defined, has occurred. Effective February 3, 2012, the Plan also permits in-service withdrawals of all of a participant's accounts other than the ESOP account after attaining age 59½.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. The Company repurchased from participants 27,988.1016 shares and recycled 27,390.5778 shares at the price determined from the independent appraisal as of September 30, 2012, during the year ended September 30, 2013.

Voting rights: GreatBanc Trust Company (Trustee) shall vote the shares held in the trust fund with respect to all matters. The ESOP Voting Committee shall be entitled to direct the Trustee as to how to vote such shares, including the shares allocated to the suspense account and if the participants are allowed to direct the Trustee, pursuant to the Code, all other shares with respect to which the participants may fail to direct the Trustee.

Note 1. Plan Description (Continued)

Contributions: Eligible participants are automatically enrolled in the Plan upon meeting the eligibility requirements. A participant will have 3 percent of compensation deducted and contributed to the Plan, until the participant elects a higher or lower deferral rate. Additionally, participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make discretionary ESOP contributions, profit-sharing contributions, matching contributions, and various other contributions to the Plan. Contributions are determined annually by the Company's Board of Directors. The Company contributions during the year ended September 30, 2013, were ESOP matching contributions, which were allocated based on the proportion that each participant's elective deferral bears to the total elective deferrals of all eligible participants for that year, with deferrals limited to 3 percent of compensation, and additional ESOP contributions, which were allocated based on the proportion that each participant's compensation bears to all participants' compensation.

Contributions are subject to limitations as provided in the Code and as described in the Plan.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings is based on years of credited service. Participants are 20 percent vested after two years of service, and vesting increases 20 percent each additional year of service to a maximum of 100 percent after six years. Participants are also 100 percent vested in all accounts in the event of death, permanent disability, or upon reaching retirement age.

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

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the numbers of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds offered by the Plan.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's contributions, if any, forfeitures, if any, and Plan earnings. Allocations are based on participant account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1. Plan Description (Continued)

Forfeitures: At September 30, 2013 and 2012, there were forfeited non-vested accounts totaling $287 and $0, respectively. Forfeitures are kept in a suspense account and allocated to eligible participants as matching contributions. Effective October 1, 2011, the Plan was amended such that any remaining forfeitures shall be applied first to reduce any administrative expenses in the operations and administration of the Plan. If any forfeitures remain, these shall be applied to reduce the next employer contribution and allocated as part of that employer contribution. For the year ended September 30, 2013, there were no forfeitures used to pay administrative expenses, and the Company allocated 2,070.0929 of forfeited non-vested shares.

Investment options: Upon enrollment in the Plan, a participant may direct employee contributions in a variety of investment choices as more fully described in the Plan's literature. Participants can change their investment options on a daily basis.

The Company stock portion of the Plan representing Company contributions is invested in Company stock in accordance with the plan document.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (a) $50,000 or (b) one-half of their account balance attributable to employee deferrals and Company matching contributions. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. Loan terms range from 1 to 5 years or longer for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate, as published in the Wall Street Journal, plus 1 percent. The interest rates on loans outstanding ranged from 4.25 to 10.00 percent at September 30, 2013, and were 4.25 percent at September 30, 2012. Principal and interest are paid through payroll deductions.

During the year ended September 30, 2013, the Company passed a resolution allowing for the transfer in of notes receivable from participants from the Vans, Inc. Profit Sharing 401(k) Plan related to its acquisition of Vans, Inc. The notes receivable transferred in totaled $119,170, and all loans bore interest of 10 percent. The loans are to be repaid in accordance with the terms of the existing promissory notes.

Note 2. Significant Accounting Policies

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. 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’s Fiduciary Investment Committee determines the Plan’s valuation policies utilizing information provided by investment trustees. See Note 5 for discussion of fair value measurements.

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

Note 2. Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements*. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. This update has been adopted and reflected in Note 5.

In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update are effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The adoption of ASU 2012-04 is not expected to have a material impact on subsequent periods.

On July 8, 2013, the FASB issued ASU 2013-09, *Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04,* which was effective upon issuance. The amendments in this update defer indefinitely the effective date of certain required disclosures in update 2011-04 (Topic 820) of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. The amendments in this update do not defer the effective date for those certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. This update has been adopted and reflected in Note 5.

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees

The following is a summary of the Plan's asset and income information as of September 30, 2013 and 2012, and for the year ended September 30, 2013, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustees and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Reliance Trust Company and GreatBanc Trust Company, the trustees, that information provided to the Plan Administrator by the trustees related to the following assets and income is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

Note 3. Information Certified and Provided by Reliance Trust Company and GreatBanc Trust Company, Trustees (Continued)

The following information was certified by Reliance Trust Company:

	2013	2012
Shares of registered investment companies	$ 7,878,683	$ 5,819,187
Net appreciation in fair value of investments:		
Shares of registered investment companies	606,577	
Interest and dividends	209,130	

The following information was certified by GreatBanc Trust Company:

	2013	2012
Common stock	$ 7,285,243	$ 7,399,902
Net appreciation in fair value of investments:		
Common stock	338,749	

Note 4. Investments

The following presents investments as of September 30, 2013 and 2012, representing 5 percent or more of the Plan's net assets.

	2013	2012
Shares of registered investment companies:		
Columbia Large Cap Index Fund Investor A	$ 956,338	$ 1,037,821
Columbia Mid Cap Index Fund Investor A	874,511	681,684
American Funds EuroPacific Growth Fund R 5	1,081,105	651,302
Dreyfus Bond Market Index Fund Investor	-	1,108,537
PIMCO Total Return Fund Institutional	1,349,089	-
Common stock - Kennicott Bros. Company	7,285,243	7,399,902

During 2013, the Plan’s investments appreciated in value (including gains and losses on investments bought and sold as well as held during the year) as follows:

Shares of registered investment companies	$ 606,577
Common stock	338,749
	$ 945,326

Note 5. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 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;
- 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Kennicott Bros. Company common stock: Valued at fair value, as determined by the ESOP Trustee, after taking into consideration a valuation from an independent appraiser. This appraisal was based upon a combination of valuation techniques including a discounted cash flow method and a capitalized cash flow method, with more weight being given to the capitalized cash flow method as the Company does not provide a long term forecast. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

Note 5. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2013 and 2012.

	2013			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 5,473,170	$ -	$ -	$ 5,473,170
Short Term	364,917	-	-	364,917
Fixed Income	2,040,596	-	-	2,040,596
Common stock - Kennicott Bros. Company	-	-	7,285,243	7,285,243
	$ 7,878,683	$ -	$ 7,285,243	$ 15,163,926

	2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Equity	$ 3,847,743	$ -	$ -	$ 3,847,743
Short Term	271,061	-	-	271,061
Fixed Income	1,700,383	-	-	1,700,383
Common stock - Kennicott Bros. Company	-	-	7,399,902	7,399,902
	$ 5,819,187	$ -	$ 7,399,902	$ 13,219,089

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended September 30, 2013, there were no transfers in or out of Level 3.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2013.

	Common stock
Balance, beginning of the year	$ 7,399,902
Realized gains	215,508
Unrealized gains relating to instruments still held at the reporting date	123,241
Sales	(453,408)
Balance, end of the year	$ 7,285,243

Note 5. Fair Value Measurements (Continued)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs. As discussed in Note 2, the table excludes the quantitative information regarding such inputs.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs
Common stock – Kennicott Bros. Company	$7,285,243	Discounted cash flow	Weighted average cost of capital Sales growth EBITDA growth EBITDA margin Discount for lack of marketability
		Capitalized cash flow	Weighted average cost of capital Historical EBITDA Investment in working capital Capital expenditures Discount for lack of marketability

In estimating a fair value of the Investments in Level 3, the ESOP Trustee uses an independent appraiser. In substantiating the reasonableness of the pricing data provided by third parties, the ESOP Trustee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Note 6. Related Party Transactions

The Plan's investments are held and invested by Reliance Trust Company and GreatBanc Trust Company, the trustees. Nonparticipant directed investments are common stock of the Company. DailyAccess Corporation (DailyAccess), Investacorp Advisory Services (Investacorp) and LPL Financial are the Plan’s recordkeeper and investment advisors. Therefore, these transactions qualify as party-in-interest transactions. Fees paid to DailyAccess, Investacorp and LPL Financial during the year ended September 30, 2013, amounted to $23,395, $6,007 and $7,190, respectively.

Note 6. Related Party Transactions (Continued)

Certain employees of the Company provide services to the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 7. Plan Termination

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

Note 8. Investments and Transactions with Sponsor

The fair value of Kennicott Bros. Company common stock was $16.99 and $16.20 per share based upon the September 30, 2013 and 2012, valuations, respectively. Information about the Plan's investment in the Company's common stock at September 30, 2013 and 2012 is as follows:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	336,471.9850	92,323.9613	341,806.6204	114,977.4275
Cost	$ 2,860,012	$ 784,754	$ 2,905,356	$ 977,308
Fair value	$ 5,716,659	$ 1,568,584	$ 5,537,268	$ 1,862,634

Note 9. Loans Payable

Loans payable consist of the following at September 30, 2013 and 2012:

	2013	2012
Term note payable to the Company, due in monthly installments of $16,674 plus interest at 5.75 percent, due April 30, 2015, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	$ 108,559	$ 308,652
Notes payable to former shareholders, due in monthly installments of $9,940 beginning on the last day of the month in which the Term Note is paid in full, with interest payments at 7 percent due monthly beginning on May 31, 2000, with the final payment due no later than ten years after the Term Note has been paid in full, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	1,192,507	1,192,507
Total notes payable	$ 1,301,066	$ 1,501,159

Note 9. Loans Payable (Continued)

Maturities for long-term debt are as follows:

Years ending September 30:	
2014	$ 158,259
2015	119,280
2016	119,280
2017	119,280
2018	119,280
Thereafter	665,687
	$ 1,301,066

Note 10. Income Tax Status

The Internal Revenue Service determined and informed the sponsor by a letter dated March 12, 2003, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Code. On February 27, 2014, the Plan received a new determination letter. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is currently operating in compliance with applicable requirements of the Code.

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 (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the local, state and federal taxing authorities. 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 2009.

Note 11. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with investment securities, and to uncertainties inherent in the estimations and assumptions process, 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 statement of net assets available for benefits.

Note 12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of September 30, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 14,270,971	$ 12,011,028
Participant loans	399,766	287,726
Notes receivable from participants	(399,766)	(287,726)
Net assets available for benefits per Form 5500	$ 14,270,971	$ 12,011,028

Note 13. Plan Amendments and Subsequent Events

On June 24, 2013, the Plan was amended effective October 1, 2013, to change the eligibility requirements for participation in this Plan to attainment of age 21 and completion of 60 days of continuous service from the employee's most recent date of hire. An employee shall become a participant in the Plan on the first day of each month following the date the employee satisfies the eligibility requirements.

The Plan was also amended on June 24, 2013, effective October 1, 2013, such that a participant whose employment terminates on or after the participant's normal retirement date, or due to death or total disability, shall be eligible for a share of the ESOP contribution or employer stock allocated as a result of the ESOP contribution only if the participant was eligible to receive a share of the ESOP contribution for the plan year immediately preceding the plan year in which the participant's employment terminates on or after the participant's normal retirement date, or due to death or total disability.

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through July 14, 2014, the date the financial statements were available to be issued.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
September 30, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Participant-directed:				
		Shares of registered investment companies:		
	Invesco	Real Estate Fund	**	$ 225,404
	American Century	Midcap Value Fund IV	**	38,302
	Columbia Funds Series Trust	Large Cap Index Fund Investor A	**	956,338
	Columbia Funds Series Trust	Mid Cap Index Fund Investor A	**	874,511
	Columbia Funds Series Trust	Small Cap Index Fund Investor A	**	569,400
	American Funds	EuroPacific Growth Fund R 5	**	1,081,105
	Prudential	Jennison Mid Cap Growth Fund Z	**	100,639
	Vanguard	Equity Income Fund Investor	**	474,083
	Vanguard	Balanced Index Fund Investor	**	197,452
	Vanguard	Money Market Prime Portfolio Fund	**	364,917
	Goldman Sachs	Short Duration Government Fund A	**	206,573
	Prudential	High Yield Fund Class Z	**	484,934
	John Hancock	US Global Leaders Growth Fund I	**	202,350
	JPMorgan	Small Cap Value Fund R6	**	161,275
	OppenheimerFunds	Developing Markets Fund Y	**	592,311
	PIMCO	Total Return Fund Institutional	**	1,349,089
				7,878,683
*	Participants	Participant loans, interest rates range from 4.25 to 10.00 percent	**	399,766
Nonparticipant-directed:				
		Common stock:		
*	Kennicott Bros. Company	Kennicott Bros. Company common stock, 428,795.9463 shares	$ 3,644,766	7,285,243
				$ 15,563,692

* Represents a party-in-interest investment.
** Cost information is not required for participant-directed investments.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

EIN: 36-1317280
Plan Number: 003

Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended September 30, 2013

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Goldman Sachs	Goldman Sachs Financial Square Government Fund							
	1 purchase transaction	$ 443,727	$ -	$ -	$ -	$ 443,727	$ 443,727	$ -
	1 sale transaction	-	443,727	-	-	443,727	443,727	-