# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
BARTOW FORD COMPANY, INC. 401(K) RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 003

**1c** Effective date of plan 01/01/1987

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

BARTOW FORD CO.

2800 U.S. HWY. 98 NORTH
BARTOW, FL 33830

**2b** Employer Identification Number (EIN)
59-0687878

**2c** Sponsor's telephone number
863-533-0425

**2d** Business code (see instructions)
441110

**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. | 07/09/2014 | RANDALL MATTHEWS |
| | **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** | 232 |
| **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** | 255 |
| **b** | Retired or separated participants receiving benefits | **6b** | 12 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 0 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 267 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 267 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 99 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

| **9a** Plan funding arrangement (check all that apply) | | **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)** [X] **D** (DFE/Participating Plan Information)

**(6)** [ ] **G** (Financial Transaction Schedules)

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

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

**A** Name of plan
BARTOW FORD COMPANY, INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD CO.

**D** Employer Identification Number (EIN)
59-0687878

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**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)

WELLS FARGO BANK, NATIONAL ASSOC.

1525 W W.T. HARRIS BLVD
CHARLOTTE, NC 28262

| (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? |
|---|---|---|---|---|---|---|
| 26 | TRUSTEE (CORPORATE) | 21885 | 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 ☐ |

**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 |
|---|---|---|
| | | |

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
BARTOW FORD COMPANY, INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
BARTOW FORD CO.

**D** Employer Identification Number (EIN)
59-0687878

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WF ENHANCED STOCK MARKET FUND G

**b** Name of sponsor of entity listed in (a): WELLS FARGO INST'L RETIREMENT & TR

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 56-6288528-001 | C | 186053 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND G

**b** Name of sponsor of entity listed in (a): WELLS FARGO INST'L RETIREMENT & TR

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 41-6202499-001 | C | 2652820 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
BARTOW FORD COMPANY, INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD CO.

**D** Employer Identification Number (EIN)
59-0687878

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | 29771 |
| **(2)** Participant contributions | 1b(2) | 20596 | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | 20991 |
| **(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) | 3948910 | 3638705 |
| **(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) | 434616 | 432036 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 2308866 | 2838873 |
| **(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) | 2081308 | 2896926 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 8794296 | 9857302 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | 898 | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 898 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 8793398 | 9857302 |

## 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) | 29771 | |
| **(B)** Participants | 2a(1)(B) | 218403 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 248174 |
| **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) | 12453 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 12453 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | 76878 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 76878 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 1686056 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 1350840 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 335216 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | 617368 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 617368 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 93862 |
| (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) | | 619487 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 2003438 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 917649 | |
| (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) | | 917649 |
| **f** Corrective distributions (see instructions) | 2f | | |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 21885 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 21885 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 939534 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1063904 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PURYEAR, HAMILTON, HAUSMAN & WOOD (2) EIN: 62-0788068

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
BARTOW FORD COMPANY, INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 003

**C** Plan sponsor's name as shown on line 2a of Form 5500
BARTOW FORD CO.

**D** Employer Identification Number (EIN)
59-0687878

## Part I Distributions

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

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

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

EIN(s): _____ _____

**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** 4

## 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):

# BARTOW FORD COMPANY, INC.
# 401(K) RETIREMENT PLAN

## FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

## DECEMBER 31, 2013 AND 2012

**BARTOW FORD COMPANY, INC.**
**401(K) RETIREMENT PLAN**

**Table of Contents**

**December 31, 2013 and 2012**


| | Page |
|---|---|
| Independent Auditors' Report | 1 - 2 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 3 |
| Statement of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 - 17 |
| Supplementary Information: | |
| Independent Auditors' Report on Supplementary Information | 18 |
| Schedule of Assets Held at End of Year | 19 |
| Schedule of Reportable Transactions | 20 |

July 8, 2014

# Independent Auditors' Report

Administrative Committee of
Bartow Ford Company, Inc.
401(k) Retirement Plan
Bartow, Florida

## Report on the Financial Statements

We have audited the accompanying financial statements of Bartow Ford Company, Inc. 401(k) Retirement Plan (the Plan), which comprise the statements of net assets available for benefits of as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the



James E. Hamilton : Jeffrey J. Hausman : Ronald T. Wood : Jami A. Pope : Stephanie A. Richerson : Troy S. Tschantz
1000 Corporate Centre Drive : Suite 200 : Franklin, Tennessee : 37067
(615) 771-3600 : Fax (615) 771-0081

Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bartow Ford Company, Inc. 401(k) Retirement Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.



Franklin, Tennessee

**BARTOW FORD COMPANY, INC.**
**401(K) RETIREMENT PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|---|---|
| Assets: | | |
| Investments: | | |
| Investments, at fair value | $2,957,545 | $2,469,014 |
| Investments, at market value | 6,438,712 | 5,933,986 |
| Total investments | 9,396,257 | 8,403,000 |
| Cash | 20,991 | - |
| Receivables: | | |
| Notes receivable from participants | 432,036 | 434,616 |
| Employer contributions | 29,771 | - |
| Participants contributions | - | 20,596 |
| Total receivables | 461,807 | 455,212 |
| Total assets | 9,879,055 | 8,858,212 |
| Liabilities: | | |
| Accounts payable - Trade | - | 898 |
| Total liabilities | - | 898 |
| Net assets reflecting investments at fair value | 9,879,055 | 8,857,314 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (21,753) | (63,916) |
| Net assets available for benefits | $9,857,302 | $8,793,398 |

See independent auditors' report and accompanying notes to financial statements.

**BARTOW FORD COMPANY, INC.**
**401(K) RETIREMENT PLAN**

**Statement of Changes in Net Assets Available for Benefits**

**For the Year Ended December 31, 2013**

| | |
|---|---|
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | $1,634,719 |
| Dividends | 108,092 |
| Interest on participant loans | 12,453 |
| Net investment income | 1,755,264 |
| Contributions: | |
| Participants | 218,403 |
| Employer, net of forfeitures of $729 | 29,771 |
| Total contributions | 248,174 |
| Total additions | 2,003,438 |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 917,649 |
| Administrative expenses | 21,885 |
| Total deductions | 939,534 |
| Net increase | 1,063,904 |
| Net assets available for benefits: | |
| Beginning of year | 8,793,398 |
| End of year | $9,857,302 |

See independent auditors' report and accompanying notes to financial statements.

## (1) Summary of Significant Accounting Policies

### (a) Basis of Accounting

The financial statements of Bartow Ford Company, Inc. (the Company/Employer) 401(k) Retirement Plan (the Plan) are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Plan has one such investment as of December 31, 2013 and 2012; the Wells Fargo Stable Return Fund. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts. As of December 31, 2013 and 2012, there was a difference between the fair value and the contract value of Plan assets of $(21,753) and $(63,916), respectively; and, therefore, an adjustment from fair value to contract value was required each year. The fair value of all other investments held by the Plan approximates market value at December 31, 2013 and 2012.

The Plan has elected to become a participating employer in the Wachovia Bank, N.A. (Wachovia) Defined Contribution Prototype Plan and Trust (Master Plan). Wachovia was acquired by Wells Fargo Bank, National Association (Wells Fargo NA) in 2009. The Plan is currently being administered by Wells Fargo Institutional Retirement and Trust (Wells Fargo). The Plan is entirely participant directed. Wells Fargo has assumed responsibility for the Plan's assets as a non-discretionary Trustee.

(Continued)

**(b) Use of estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

**(c) Investments Valuation and Income Recognition**

The Plan's investments in funds held within the Master Plan are stated 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 (see Notes 1(h) and 3 for discussion of fair value measurements).

Realized gains and losses and the change in the difference between fair value and the cost of investments are reflected in the Statement of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments. Purchases and sales of units of mutual funds and shares of stock are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

**(d) Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

**(e) Payment of Benefits**

Benefits are recorded when paid.

**(f) Expenses**

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of the notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

(Continued)

**(g) Reclassifications**

Certain amounts in the 2012 financial statements have been reclassified to conform to the current year presentation.

**(h) 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 Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820 are described as follows:

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

**Level 2:** Inputs to the valuation methodology include:

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

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

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

The asset or liability'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 used need to maximize the use of 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 December 31, 2013 and 2012.

(Continued)

Common stock - Valued at the closing price reported on the active market on which the individual securities are traded (Level 1);

Mutual funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission (SEC). 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 (Level 1);

Investments in common/collective trusts and other fully benefit-responsive investment contracts - Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner (Level 2).

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

**(i) Subsequent Events**

The Plan has evaluated subsequent events through July 8, 2014, the date which the financial statements were available to be issued.

## (2) Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan agreement and amendments for a more complete description of the Plan's provisions.

**(a) General**

The Plan, as amended and restated, is a defined contribution plan maintained for all eligible employees of the Employer. The Plan and its related trust are maintained for all full-time employees of the Company who

(Continued)

are at least twenty-one years of age, and have completed at least 1,000 hours of continuous service and one year of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Plan entry dates are offered quarterly on January 1, April 1, July 1, and October 1. The Plan allows participants to contribute from their salary on a pre-tax basis, and the Employer has the discretion to make matching contributions and profit sharing contributions. The Plan conforms to current tax laws and provides for participant directed, daily valuation investment options. The Plan has been amended to reflect changes necessitated by the Internal Revenue Service (IRS).

**(b) Contributions**

Employees may become 401(k) participants by entering into salary deferral agreements with the Employer, whereby each employee may elect to make pre-tax contributions in amounts as set forth in the Plan Document. Participants may elect to make pre-tax contributions of up to 100% of compensation, subject to limitations set forth in the Plan Document. Amounts subject to these agreements are referred to as participant contributions in these financial statements. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants who have attained age fifty before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollover). Contributions are subject to certain IRS limitations.

The Employer may make basic Employer contributions to the Plan on behalf of each active participant in an amount not to exceed that percentage of each participant's compensation as may be approved by the Board of Directors on an annual basis. The Employer may also make discretionary Employer contributions to the Plan out of its net profits or accumulated net profits as determined by appropriate action of the Board of Directors.

For the Plan year ending December 31, 2013, the Employer's matching and profit sharing contributions totaled $30,500, of which $729 was funded from available forfeitures, and $29,771 was receivable from the Employer at December 31, 2013. There were no Employer matching or profit sharing contributions for the Plan year ending December 31, 2012.

There were no payables for excess deferrals for the years ended December 31, 2013 and 2012.

**(c) Participants' Accounts and Fund Earnings**

The Plan Administrator maintains individual accounts for each participant. Each participant's account is credited with the participant's contributions, an allocation of the Employer contributions and related forfeitures, if any, and a share of the net earnings on investments and administrative expenses

(Continued)

allocable to each such account. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

The Employer matching contributions, if any, are allocated to all contributing participants who have worked 1000 hours and are employed as of the last day of the Plan year. The matching contribution is dollar-for dollar up to amounts determined annually by the Employer. The Employer match for the year ended December 31, 2013 was $500 per eligible participant.

The Employer profit sharing contributions, if any, including forfeitures to participants' accounts, are allocated to participants' accounts in proportion to the ratio the participant's compensation bears to the compensation of all participants entitled to share.

Net investment earnings and administrative expenses are allocable in proportion to the average value, as defined in the Plan agreement, of each participant's account for the period since the last valuation date.

**(d) Vesting and Forfeitures**

Participant contributions are 100% vested upon contribution, along with the actual earnings thereon. The amended vesting period and the rates of vesting for Employer contributions are reflected in the following vesting schedule:

| | |
|---|---|
| Less than two years | 0% |
| Two years | 20% |
| Three years | 40% |
| Four years | 60% |
| Five years | 80% |
| Six years or more | 100% |

Participants' remaining interest in the amounts contributed by the Employer vests fully upon the occurrence of death, disability, or retirement. Participants who cease to participate in the Plan as defined in the Plan agreement prior to vesting, forfeit their interest in the Employer contributions. The forfeitures relating to the matching contributions are used to reduce future Employer contributions to the Plan. The forfeitures relating to the basic contributions are allocated based on participants' compensation percentages. During 2013, Plan administrative expenses totaling $1,350 were paid from the forfeiture account. Forfeitures available to reduce future Employer contributions or Plan administrative fees totaled $729 at December 31, 2013, and were used to fund 2013 Employer contributions receivable as of December 31, 2013 which were paid subsequent to year end, but before issuance of this report.

(Continued)

**(e) Limits on 401(k) Actual Deferral Percentages**

Internal Revenue Code (IRC) Section 401(k) limits the amounts of deferrals that participants who are deemed as highly compensated employees may make each year. A series of calculations is performed on Plan data to calculate these limits as of the end of each Plan year. There were no excess deferrals payable at December 31, 2013 and 2012.

**(f) Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow from their vested account balance up to the lesser of $50,000 or 50% of their account balance. The minimum loan amount is $1,000. Note terms generally range from one to five years, but may be longer if the loan is for the purchase of a principal residence. The notes are secured by the balance in the participant's account, and principal and interest are paid ratably through payroll deductions. Interest on the notes is fixed based on the prime lending rate in effect at the grant date, and accrued at annual rates of between 3.25% and 6.50% in 2013 and 2012. Interest on notes earned in 2013 totaled $12,453. Total notes outstanding to participants at December 31, 2013 and 2012 totaled $432,036 and $434,616, respectively. Delinquent notes receivable are reclassified as distributions based upon terms of the Plan document.

**(g) Distributions and Payment of Benefits**

Benefits are recorded when paid. In general, upon termination of service, if a participant's vested account balance exceeds $5,000, an election can be made to receive a distribution in a single lump sum payment in cash, installments over a period of not more than assumed life expectancy, or ad-hoc distributions of some or all of the vested account balance. For vested account balances not exceeding $5,000, a distribution of the balance is made as soon as administratively feasible following termination of employment. In the event of a mandatory distribution greater than $1,000, the Plan must roll the funds into an individual retirement plan if the participant does not make an affirmative election to have the amount paid in a direct rollover or cash distribution. Disbursement of funds will commence as soon as administratively practicable following the participant's separation from service. In addition, hardship distributions are permitted if certain criteria are met.

**(h) 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

(Continued)

termination, participants would become 100% vested in their employer contributions.

## (3) Investments

For the years ended December 31, 2013 and 2012, the Plan's assets are held by Wells Fargo in individual participant accounts, which are invested primarily in mutual funds, cash equivalents, and shares of Ford Motor Company and Citigroup, Inc. stock, valued at market value, as determined by quoted market prices (Level 1). Assets held in the Wells Fargo Stable Return Fund, Wells Fargo Advantage Core Bond Fund, and the Wells Fargo Enhanced Stock Market Fund are valued at fair value, as determined by Wells Fargo (Level 2) at December 31, 2013 and 2012. For presentation purposes, shares are rounded to the nearest whole share and at December 31, 2013 and 2012 are as follows:

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value (Level 2): | | |
| **Wells Fargo Stable Return Fund** - 52,174 and 43,473 shares, respectively; contract value of $2,652,820 and $2,174,020 at December 31, 2013 and 2012, respectively | $2,674,573 | $2,237,936 |
| **Wells Fargo Advantage Core Bond Fund** - 7,905 and 7,471 shares, with contract value approximating fair value | 96,919 | 96,232 |
| **Wells Fargo Enhanced Stock Market Fund** -1,211 and 1,168 shares, respectively, with contract value approximating fair value | 186,053 | 134,846 |
| | $2,957,545 | $2,469,014 |
| Investments, at market value (Level 1): | | |
| **Ford Motor Company Common Stock** - 154,983 and 225,078 shares, respectively | $2,391,392 | $2,914,765 |
| **Vanguard Wellington Income Fund** - 11,937 and 10,821 shares, respectively | 452,882 | 366,199 |
| **Vanguard Windsor II Fund** - 16,310 and 14,188 shares, respectively | 599,736 | 416,849 |
| **American Funds, The Growth Fund of America** - 10,733 and 7,592 shares, respectively | 454,981 | 257,324 |
| Sub-total | 3,898,991 | 3,955,137 |

(Continued)

| | 2013 | 2012 |
|---|---|---|
| Balance forward | $3,898,991 | $3,955,137 |
| **American Funds, Europacific Growth Fund** - 1,968 and 2,055 shares, respectively | 94,742 | 83,129 |
| **American Century Small Company Fund** - 9,753 and 10,835 shares, respectively | 119,773 | 92,857 |
| **Fidelity Low Priced Stock Fund** - 8,377 and 8,272 shares, respectively | 414,305 | 326,760 |
| **Wells Fargo Advantage Opportunity Adm Fund** - 2,765 and 2,826 shares, respectively | 137,866 | 114,985 |
| **Wells Fargo Advantage Enterprise I Fund** - 2,333 and 2,342 shares, respectively | 121,197 | 92,295 |
| **Citigroup, Inc. Common Stock** - 23,936 and 26,141 shares, respectively | 1,247,313 | 1,034,145 |
| **Dreyfus Mid Cap Index Fund** - 4,403 and 1,189 shares, respectively | 161,793 | 34,397 |
| **T. Rowe Price Retirement Income Fund** - 1,338 and 1,138 shares, respectively | 19,776 | 15,862 |
| **T. Rowe Price Retirement 2010 Fund** - 414 and 1,484 shares, respectively | 7,298 | 24,211 |
| **T. Rowe Price Retirement 2020 Fund** - 5,584 and 4,999 shares, respectively | 112,349 | 88,232 |
| **T. Rowe Price Retirement 2030 Fund** - 205 and 153 shares, respectively | 4,576 | 2,855 |
| **T. Rowe Price Retirement 2040 Fund** - 4,269 and 3,661 shares, respectively | 98,733 | 69,121 |
| | $6,438,712 | $5,933,986 |

A description of each fund held at December 31, 2013 and 2012 is as follows:

**Wells Fargo Stable Return Fund** - Funds are invested in shares of Wells Fargo Stable Return Fund, which is a common/collective trust that invests primarily in traditional guaranteed investment contracts (GIC's) and security-backed contracts issued by insurance companies and other financial institutions, and are valued at contract value, with fair value at December 31, 2013 and 2012 totaling $2,674,573 and $2,237,936, respectively. The average yield earned by the Wells Fargo Stable Return Fund for the year ended December 31, 2013 and

(Continued)

2012 was 1.36% and 0.94%, respectively. The average yield with an adjustment to reflect the actual interest rate credited to participants in this fund at December 31, 2013 and 2012 was 1.52% and 1.95%, respectively. Risks involved with this type of investment include credit risk, due to the potential inability of the issuer of the underlying securities to meet the terms of the contract, and liquidity risk due to the unique characteristics of investment contracts and an absence of an actively traded secondary market.

**Wells Fargo Advantage Core Bond Fund** - Funds are invested in shares of a registered investment company, which invests primarily in domestic and foreign fixed income securities.

**Wells Fargo Enhanced Stock Market Fund** - Funds are invested in shares of Wells Fargo Enhanced Stock Market Fund, which is a common/collective trust, and are valued at contract value, which approximates fair value. This fund does not invest in GIC's.

**Ford Motor Company Common Stock** - Funds are invested in 154,983.275 and 225,078.3849 shares of corporate common stock at $15.43 and $12.95 per share as of December 31, 2013 and 2012, respectively.

**Vanguard Wellington Income Fund** - Funds are invested in shares of a registered investment company, which invests in a combination of equity securities, short-term, intermediate and long-term securities, and money market funds.

**Vanguard Windsor II Fund** - Funds are invested in shares of a registered investment company, which invests primarily in common stock seeking long-term capital appreciation and income.

**American Funds, The Growth Fund of America** - Funds are invested in shares of a registered investment company, which invests primarily in common stock with strong growth potential.

**American Funds, Europacific Growth Fund** - Funds are invested in shares of a registered investment company, which invests primarily in international common stock of issuers in Europe and the Pacific Basin seeking long-term growth of capital.

**American Century Small Company Fund** - Funds are invested in shares of a registered investment company, which invests primarily in common stock seeking long-term capital growth.

**Fidelity Low Priced Stock Fund** - Funds are invested in shares of a registered investment company, which invests primarily in common stock seeking capital appreciation.

(Continued)

**Wells Fargo Advantage Opportunity Adm Fund** - Funds are invested in shares of a registered investment company, which invests primarily in common stock seeking long-term capital appreciation.

**Wells Fargo Advantage Enterprise I Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity securities of domestic and foreign companies seeking long-term capital appreciation.

**Citigroup, Inc. Common Stock** - Funds are invested in 23,936.1518 and 26,141.1699 shares of Citigroup, which acquired Associated First Capital, a spin-off company of the Ford Motor Company, at $52.11 and $39.56 per share as of December 31, 2013 and 2012, respectively.

**Dreyfus Mid Cap Index Fund** - Funds are invested in shares of a registered investment company, which invests primarily in common stock and seeks to match the performance of the S&P Mid Cap 400 Index Fund.

**T. Rowe Price Retirement Income Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities and short-term income funds seeking capital growth and income.

**T. Rowe Price Retirement 2010 Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities and short-term income funds seeking capital growth and income.

**T. Rowe Price Retirement 2020 Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities seeking capital growth and income.

**T. Rowe Price Retirement 2030 Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity and debt securities seeking capital growth and income.

**T. Rowe Price Retirement 2040 Fund** - Funds are invested in shares of a registered investment company, which invests primarily in equity securities seeking capital growth and income.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, and as well as held during the year) appreciated in value by $1,634,719, as follows:

| | |
|---|---|
| Investments, at fair value | $ 85,027 |
| Investments, at market value | 1,549,692 |
| Net appreciation in fair value of investments | $ 1,634,719 |

(Continued)

## (4) Related-Party Transactions and Party in Interest Transactions

Certain Plan investments are shares of Ford Motor Company common stock and Citigroup, Inc. common stock, which are related parties.

Certain Plan investments are shares of mutual funds managed by Wells Fargo, who is the administrator and trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

Expenses incurred by the Employer in the installation, administration, and revision of the Plan are paid by the Plan, unless paid directly by the Employer. During the year ended December 31, 2013, the Employer incurred Plan administrative expenses of approximately $16,800.

## (5) Income Tax Status

The Plan adopted the Master Plan, effective January 1, 2002. The Master Plan has obtained a determination letter dated March 31, 2008 from the IRS for its prototype plan, which stated that the Master Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). However, the Plan has not obtained a separate individual determination letter. In the opinion of the Plan Administrator and the Plan's tax counsel, the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, and therefore, believe that the Plan was qualified, and the related trust is tax-exempt. No provision for income taxes has been included in the Plan's financial statements.

The Plan follows FASB ASC 740-10, *Accounting for Uncertainty in Income Taxes*, as it relates to uncertain tax positions. Any interest and penalties recognized associated with a tax position are classified in operating expense in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. Management has analyzed the Plan's tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for the open tax years 2010 through 2012, or expected to be taken in the Plan's 2013 tax returns. The Plan identifies its major tax jurisdiction as the U.S. Federal jurisdiction. However, the Plan is not currently under audit nor has the Plan been contacted by this jurisdiction. The Plan is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change in the next twelve months.

(Continued)

During the year ended December 31, 2013, the Plan did not recognize any interest and penalties relating to taxes, nor were any accrued at December 31, 2013 and 2012.

There are no significant reconciling items between the audited financial statements and the Form 5500.

## (6) Risk on Uninsured Cash

Amendments to the Federal Deposit Insurance Corporation (FDIC) Temporary Liquidity Guarantee Program, effective through December 31, 2010, provided full deposit insurance coverage for non-interest bearing transaction accounts for a two-year period ending December 31, 2012. This applied to all insured depository institutions. Low interest NOW accounts were not covered. At December 31, 2012, the Plan's cash balance was 100% insured by the FDIC. Effective January 1, 2013, the standard FDIC insurance amount is $250,000 per depositor, per insured bank, and therefore, amounts in excess of this $250,000 held by the Plan during 2013 were uninsured and uncollateralized. At December 31, 2013, the Plan's cash balance was 100% insured.

## (7) Risks and Uncertainties

The Plan invests in various investment securities through mutual funds, registered investment companies, common/collective trusts, and common stocks, and through notes receivable from participants. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

## (8) Concentration of Risk

A substantial portion of the total assets of the Plan are invested in Ford Motor Company and Citigroup, Inc. common stock as of December 31, 2013 and 2012. This concentration of assets is subject to the risks of the automobile industry and local and national economic growth trends.

**Supplementary Information**

July 8, 2014

**Independent Auditors' Report on Supplementary Information**

Administrative Committee of
Bartow Ford Company, Inc.
401(k) Retirement Plan
Bartow, Florida

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets Held at End of Year as of December 31, 2013 and Reportable Transactions for the year ended December 31, 2013, together referred to as "Supplementary Information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Purvear, Hamilton, Hausman & Wood, PLC.

Franklin, Tennessee



James E. Hamilton · Jeffrey J. Hausman · Ronald T. Wood · Joni A. Pope · Stephanie A. Richerson · Troy J. Tschantz
1000 Corporate Centre Drive · Suite 300 · Franklin, Tennessee 37067
p 615.771.3600 · f 615.771.9081

**BARTOW FORD COMPANY, INC.**
**401(K) RETIREMENT PLAN**

**Schedule of Assets Held at End of Year**

**December 31, 2013**

Supplement to Form 5500
Schedule H, Line 4i - Schedule of Assets Held at End of Year
EI #59-0687878, Plan #003

| Identity of Issue, Borrower, or Similar Party | Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value | Current Value |
|---|---|---|
| Wells Fargo Bank, N.A. | Wells Fargo Stable Return Fund, 52,173.6292 shares at $50.846 per share (fair value $2,674,573) | $2,652,820 |
| Wells Fargo Bank, N.A. | Wells Fargo Advantage Core Bond Fund, 7,905.27 shares at $12.26 per share | 96,919 |
| Wells Fargo Bank, N.A. | Wells Fargo Enhanced Stock Market Fund, 1,211.2392 shares at $153.6056 per share | 186,053 |
| Wells Fargo Bank, N.A. | Ford Motor Company Common Stock, 154,983.275 shares at $15.43 per share | 2,391,392 |
| Wells Fargo Bank, N.A. | Vanguard Wellington Income Fund, 11,936.807 shares at $37.94 per share | 452,882 |
| Wells Fargo Bank, N.A. | Vanguard Windsor II Fund, 16,310.458 shares at $36.77 per share | 599,736 |
| Wells Fargo Bank, N.A. | American Funds, The Growth Fund of America, 10,733.2036 shares at $42.39 per share | 454,981 |
| Wells Fargo Bank, N.A. | American Funds, Europacific Growth Fund, 1,968.456 shares at $48.13 per share | 94,742 |
| Wells Fargo Bank, N.A. | American Century Small Company Fund, 9,753.464 shares at $12.28 per share | 119,773 |
| Wells Fargo Bank, N.A. | Fidelity Low Priced Stock Fund, 8,376.562 shares at $49.46 per share | 414,305 |
| Wells Fargo Bank, N.A. | Wells Fargo Advantage Opportunity Adm Fund, 2,764.511 shares at $49.87 per share | 137,866 |
| Wells Fargo Bank, N.A. | Wells Fargo Advantage Enterprise I Fund, 2,333.394 shares at $51.94 per share | 121,197 |
| Wells Fargo Bank, N.A. | Citigroup, Inc. Common Stock, 23,936.1518 shares at $52.11 per share | 1,247,313 |
| Wells Fargo Bank, N.A. | Dreyfus Mid Cap Index Fund, 4,402.535 shares at $36.75 per share | 161,793 |
| Wells Fargo Bank, N.A. | T. Rowe Price Retirement Income Fund, 1,338.05 shares at $14.78 per share | 19,776 |
| Wells Fargo Bank, N.A. | T. Rowe Price Retirement 2010 Fund, 413.739 shares at $17.64 per share | 7,298 |
| Wells Fargo Bank, N.A. | T. Rowe Price Retirement 2020 Fund, 5,583.97 shares at $20.12 per share | 112,349 |
| Wells Fargo Bank, N.A. | T. Rowe Price Retirement 2030 Fund, 205.212 shares at $22.30 per share | 4,576 |
| Wells Fargo Bank, N.A. | T. Rowe Price Retirement 2040 Fund, 4,268.602 shares at $23.13 per share | 98,733 |
| Wells Fargo Bank, N.A. | Cash | 20,991 |
| Notes receivable from participants | Plan participants, 3.25% to 6.50% | 432,036 |
| Contributions receivable | Employer contributions receivable | 29,771 |
| | | $9,857,302 |

See independent auditors' report on supplementary information.

**BARTOW FORD COMPANY, INC.**
**401(K) RETIREMENT PLAN**

**Schedule of Reportable Transactions**

**For the Year Ended December 31, 2013**

Supplement to Form 5500
Schedule H, Line 4j - Schedule of Reportable Transactions
EI #59-0687878, Plan #003

A series of transactions within the Plan year involving securities of the same issue which, in the aggregate, amounts to more than 5% of the current value of Plan assets:

There are no reportable transactions due to the special rules for certain participant-directed transactions.

See independent auditors' report on supplementary information.

PARTY IN INTEREST -
IDENTITY - SEE ATTACHED
DESCRIPTION -
COST - 0
CURRENT VALUE - 0