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
FIRSTSERVICE RESIDENTIAL MINNESOTA 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1994

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

FIRSTSERVICE RESIDENTIAL MINNESOTA, INC.

1801 E 79TH ST, SUITE 21
BLOOMINGTON, MN 55424

2b Employer Identification Number (EIN)
41-1451847

2c Sponsor's telephone number
952-277-2711

2d Business code (see instructions)
531310

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.	07/31/2014	TAMARA JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name
GITTLEMAN MANAGEMENT CORPORATION

4b EIN
41-1451847

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	508
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**	483
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	14
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	497
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	497
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	117
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
FIRSTSERVICE RESIDENTIAL MINNESOTA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTSERVICE RESIDENTIAL MINNESOTA, INC.

D Employer Identification Number (EIN)
41-1451847

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

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(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)

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(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 17 24 28 37 38 50 51 64 70	NONE	34764	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ASSOCIATED TRUST COMPANY, N.A.	28 60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WASATCH FUNDS INC P.O. BOX 2172 MILWAUKEE, WI 53201-2172	25 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ASSOCIATED TRUST COMPANY, N.A.	28 60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS

(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
FIRSTSERVICE RESIDENTIAL MINNESOTA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FIRSTSERVICE RESIDENTIAL MINNESOTA, INC.

D Employer Identification Number (EIN)
41-1451847

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: ASSOCIATED BALANCED LIFESTAGE FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
39-6771933-001	C	355155

a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED GROWTH BALANCED LS FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
39-6771934-001	C	596078

a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED CONSERVATIVE GROWTH LS

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
39-6771935-001	C	243237

a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED GROWTH LIFESTAGE FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
39-6771936-001	C	21548

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET COMMON TRUST FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
52-7241044-001	C	490531

a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED CONSERVATIVE BALANCED LS

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
39-6771932-001	C	29541

a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED INTERMEDIATE TERM BD FD

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY NA

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)
90-0186734-001	C	265303

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
FIRSTSERVICE RESIDENTIAL MINNESOTA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTSERVICE RESIDENTIAL MINNESOTA, INC.

D Employer Identification Number (EIN)
41-1451847

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	6650	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		2
(2) Participant contributions	1b(2)		95
(3) Other	1b(3)		38
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)	80524	91545
(9) Value of interest in common/collective trusts	1c(9)	1687157	2001393
(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)	1957887	2802966
(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	3732218	4896039
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3732218	4896039

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)	85133	
	(B) Participants	2a(1)(B)	475511	
	(C) Others (including rollovers)	2a(1)(C)	23444	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		584088
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)	4742	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4742
	(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)	25951	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		25951
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		187010
(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)		599526
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1401317
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	189079	
(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)		189079
f Corrective distributions (see instructions)	2f		13653
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)	32814	
(4) Other	2i(4)	1950	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		34764
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		237496
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1163821
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) [ ] 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: BOULAY PLLP **(2)** EIN: 41-0887288

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		95
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		3000000
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
FIRSTSERVICE RESIDENTIAL MINNESOTA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRSTSERVICE RESIDENTIAL MINNESOTA, INC.

D Employer Identification Number (EIN)
41-1451847

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): 30-0219031

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):

FIRSTSERVICE RESIDENTIAL 401(k)
PROFIT SHARING PLAN AND TRUST

Financial Statements

As of December 31, 2013 and 2012
And for the Year Ended December 31, 2013

FIRSTSERVICE RESIDENTIAL 401(k)
PROFIT SHARING PLAN AND TRUST

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BOULAY

INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor and Participants
FirstService Residential 401(k) Profit Sharing Plan and Trust
Bloomington, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of FirstService Residential 401(k) Profit Sharing Plan and Trust (the Plan), which comprise the statements of net assets available for benefits 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Associated Bank, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis 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.

Other Matter

The supplemental schedule of Schedule H, part IV – Line 4i – Schedule of Assets (Held at End of Year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. 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 schedule referred to above.

Boulay 7500 Flying Cloud Drive Suite 800 Minneapolis, MN 55344 (t) 952.893.9320 (f) 952.835.7296 BoulayGroup.com

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with 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.

Boulay PLLP

Certified Public Accountants

Minneapolis, Minnesota
July 29, 2014

FIRSTSERVICE RESIDENTIAL
401(k) PROFIT SHARING PLAN AND TRUST

Statements of Net Assets Available for Benefits

ASSETS	December 31 2013	December 31 2012
Cash:	**$ -**	$ 6,650
Investments, at fair value:		
Registered investment companies - mutual funds	**2,802,965**	1,957,882
Common collective trust funds	**2,001,393**	1,687,156
Total investments	**4,804,358**	3,645,038
Receivables:		
Notes receivable from participants	**91,545**	80,523
Employee contributions	**95**	-
Employer contributions	**2**	-
Other contributions	**38**	-
Total receivables	**91,680**	80,523
Total assets	**4,896,038**	3,732,211
NET ASSETS AVAILABLE FOR BENEFITS	**$ 4,896,038**	$ 3,732,211

Notes to Financial Statements are an integral part of this Statement.

FIRSTSERVICE RESIDENTIAL
401(k) PROFIT SHARING PLAN AND TRUST

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions to Net Assets attributed to:		
Investment income:		
Net appreciation in fair market value of investments:		
Common collective trust funds	$	187,010
Registered investment companies - mutual funds		599,526
Interest and dividends		25,951
Total investment income		812,487
Interest income on notes receivable participants		4,742
Contributions:		
Participant		475,517
Employer		85,133
Rollover		23,444
Total contributions		584,094
Total additions to net assets available for benefits		1,401,323
Deductions from Net Assets attributed to:		
Distributions to participants		202,732
Administrative fees		34,764
Total deductions from net assets available for benefits		237,496
Net Increase in Net Assets Available for Benefits		1,163,827
Net Assets Available for Benefits - Beginning of Year		3,732,211
Net Assets Available for Benefits - End of Year	$	4,896,038

Notes to Financial Statements are an integral part of this Statement.

1. DESCRIPTION OF PLAN

The following description of the FirstService Residential 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by FirstService Residential (the Company or Plan Administrator). The Company has appointed Associated Bank N.A. (the Trustee) to be the Trustee of the Plan. The Trustee is responsible for making investment decisions and making distributions according to the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

Non-union employees over the age of 21 are eligible to participate in the Plan immediately upon employment, which is the effective date. A participant must complete and sign an application form authorizing contributions to the Plan from the participant's pay.

Contributions

Participating employees may contribute a percentage of their pretax annual compensation as defined in the Plan. Participants are also allowed to make Roth 401(k) deferrals. Participants may contribute up to 100% of annual compensation. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make discretionary matching contributions. During 2013, the Company made discretionary matching contributions for eligible participants of 25% of employee contributions up to 12% of an employee's annual contribution once an employee has reached the age of 21 and completed one year of service. In addition, the Company may make discretionary profit sharing contributions at the option of the Company's board of directors that are invested in a portfolio of investments as directed by the Company.

All contributions are subject to certain limitations under the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, rollover contributions, the Company's matching contributions, and an allocation of the Company's discretionary profit sharing contribution, and Plan earnings (losses). Allocation of profit sharing contributions are based on compensation. Earnings (losses) are allocated based on participants' account balances, as set forth in the Plan. Participants are also charged with an allocation of administrative expenses either proportionately based on the value of the account or as an equal amount based on number of participants in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants may direct employee and employer contributions and account balances to a variety of investment options. All investments are participant directed. Participants may change their investment options daily.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are also 100% vested immediately in employer matching and discretionary contributions.

Payment of Benefits

Distributions to terminated, disabled or retired participants are made in the form of a single lump sum or installment payment to the participant (or in the case of death, to the participant's beneficiary) equal to the value of the participant's vested account. Distributions may also be made in the form of hardship withdrawals that may be subject to early withdrawal penalties. In-service distributions are allowed under the Plan upon attainment of age 59 ½. Certain mandatory distribution provisions may apply for smaller account balances of terminated employees. Benefits are recorded by the Plan when paid.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms are generally for up to five years unless the loan is for the purchase of a primary residence, in which case the term can be up to fifteen years. The loans are secured by the balance in the participant's account and bear interest at a rate of 2% above prime rate as determined by the Plan Administrator. The rate used for loans originated during both 2013 and 2012 was 5.25%. The loans have maturity dates through December 2017. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are valued at their unpaid principal balance plus accrued interest.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires the Plan Administrator to make certain estimates and assumptions. Those estimates and assumptions may affect the reported amounts of assets, liabilities and the changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies - mutual funds are stated at fair value using quoted market prices.

The common collective trust funds are stated at fair value based on the fair market value of the underlying investments. The fair value is estimated using net asset value per share. The underlying investments are primarily domestic and international stocks, U.S. Treasuries, and bonds. Net assets value is determined each

business day. Participant redemptions can be transacted daily with a one day redemption notice period. There are no unfunded commitments.

Investment income is recorded when earned. Dividend income is recorded on the ex-dividend date. Unrealized appreciation (depreciation) is recorded on an accrual basis. Net appreciation in fair market value of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments.

Fair Value of Financial Instruments

The Plan's accounting for fair value measurements of assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis or nonrecurring basis adhere to Financial Accounting Standards Board (FASB) fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Plan uses valuation techniques in a consistent manner from year to year.

Administrative Expenses

The Plan is responsible for paying administrative expenses.

Subsequent Events

The Plan has evaluated subsequent events through July 29, 2014, the date which the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENT

The following table provides information on those assets and liabilities that are measured at fair value on a recurring basis.

	December 31, 2013			
		Fair Value Measurement Using		
	Fair Value	Level 1	Level 2	Level 3
Registered investment companies - mutual funds:				
Equity funds	$ 1,957,055	$ 1,957,055	$ -	$ -
International funds	392,672	392,672	-	-
Index funds	453,238	453,238	-	-
Common collective trust funds:				
Intermediate Term Bond	265,303		265,303	
Balanced Lifestage	355,155	-	355,155	-
Growth Balanced Lifestage	596,078	-	596,078	-
Money Market	490,531	-	490,531	-
Conservative Growth Lifestage	243,237	-	243,237	-
Conservative Balanced Lifestage	29,541	-	29,541	-
Growth Lifestage	21,548	-	21,548	-
	$ 4,804,358	$ 2,802,965	$ 2,001,393	$ -

	December 31, 2012			
		Fair Value Measurement Using		
	Fair Value	Level 1	Level 2	Level 3
Registered investment companies - mutual funds:				
Equity funds	$ 1,414,433	$ 1,414,433	$ -	$ -
International funds	304,485	304,485	-	-
Index funds	238,964	238,964	-	-
Common collective trust funds:				
Intermediate Term Bond	275,421		275,421	
Balanced Lifestage	274,103	-	274,103	-
Growth Balanced Lifestage	442,190	-	442,190	-
Money Market	460,269	-	460,269	-
Conservative Growth Lifestage	199,861	-	199,861	-
Conservative Balanced Lifestage	16,710	-	16,710	-
Growth Lifestage	18,602	-	18,602	-
	$ 3,645,038	$ 1,957,882	$ 1,687,156	$ -

During 2013, no investments changed their fair value hierarchy from 2012.

Description of common collective trust funds:

Intermediate Term Bond Fund – the objective of this fund is to generate returns that are greater than Barclays Capital Government/Credit Bond Index while maintaining similar risk characteristics. The strategy focuses on diversification and primarily invests in U.S. Treasury Notes, U.S. government agencies, investment grade corporate bonds, and mortgage backed securities.

Balanced Lifestage Fund – the objective of this fund is to put equal emphasis of capital growth through investments in stocks along with the stability of income generation provided by fixed income securities. Approximately one-half of the portfolio will primarily consist of investment grade high-quality bonds. The remaining half will consist of a diversified mix of stocks with an emphasis on large-company stocks, but will include smaller allocations to mid and small-company stocks as well as foreign stocks.

Growth Balanced Lifestage Fund – the objective of this fund is to seek both long-term growth of capital and a modest amount of income and stability through a mixture of stocks and bonds. A larger emphasis is place on capital growth through investments in stock. The equity component will consist of a diversified mix of stocks with an emphasis on large-company stocks, but will include smaller allocations to mid and small-company stocks as well as foreign stocks. The remainder of the portfolio will consist of investment grade, high-quality bonds.

Money Market Fund – the objective of this fund is to earn interest while maintaining a net asset value of $1 per share.

Conservative Growth Lifestage Fund – the objective of this fund is to provide growth of capital but at a reduced level of risk than that of a portfolio invested in 100% stocks. Approximately 20% of the portfolio will be fixed-income securities to pursue this lower risk profile. The majority of the portfolio will consist of a diversified portfolio of stocks emphasizing large-company stocks, but will include smaller allocations to mid and small-company stocks as well as foreign stocks. The remainder of the portfolio will consist of investment grade, high-quality bonds.

Conservative Balanced Lifestage Fund – the objective of this fund is to emphasize stability of principal and income generation through investments in fixed income securities with smaller emphasis on the pursuit of capital growth through investment in stocks. The majority of the portfolio will consist of investment grade, high quality bonds. The remainder of the portfolio will consist of a diversified mix of stocks with an emphasis on large-company stocks, but will include smaller allocations to mid and small-company stocks as well as foreign stocks.

Growth Lifestage Fund – the objective of this fund is to achieve growth through investment in a broadly diversified portfolio of common stocks. The objective is long-term growth and current income is incidental to the primary focus. Investors may experience volatility of principal caused by changes in stock prices. The portfolio will consist of a diversified mix of stocks with an emphasis on large-company stocks, but will include smaller allocations to mid and small-company stocks as well as foreign stocks.

4. LIMITATION ON SCOPE OF EXAMINATION

The Plan's investments are held in a bank administered trust fund of the Trustee. Participants in the Plan may direct the Trustee as to the investment of their individual account balances.

The Plan Administrator has elected the method of compliance permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed its independent auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the Trustee, except for comparing such information certified by the Trustee with information included in the Plan's financial statements and supplemental schedule.

The following presents the information certified as of:

	December 31 2013	December 31 2012
Registered investment companies - mutual funds	**$ 2,802,965**	$ 1,957,882
Common collective trust funds	**2,001,393**	1,687,156
Notes receivable	**91,545**	80,523
Employee, employer and other contributions receivable	**135**	-
Cash	**-**	6,650
	$ 4,896,038	$ 3,732,211

For the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by $786,536 as follows:

Common collective trust funds	$ 187,010
Registered investment companies - mutual funds	599,526
Net appreciation in fair market value of investments	$ 786,536
Interest and dividends – registered investment companies - mutual funds	$ 25,951
Interest from participant loans	4,742

5. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at:

	December 31 2013	December 31 2012
Common collective trust funds:		
Associated Balanced Lifestage Fund	**$ 355,155**	$ 274,103
Associated Growth Balanced Lifestage Fund	**596,078**	442,190
Associated Intermediate Term Bond Fund	**265,303**	275,421
Associated Money Market Fund	**490,531**	460,269
Associated Conservative Growth Lifestage Fund	**243,237**	199,861
Registered investment companies - mutual funds:		
Dodge & Cox Fund International Stock Fund	**320,751**	240,105
T. Rowe Price Equity Income Fund	**700,394**	494,699
Wasatch Small Capital Growth Fund	**867,300**	674,178
Vanguard 500 Index Signal	**257,607**	*

* Indicates investment did not represent five percent or more of the Plan's net assets available for benefits.

6. RELATED PARTY TRANSACTIONS

In fiscal 2013 and 2012, certain Plan investments (primarily the common collective trust funds identified in Note 3) are managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions. Approximately $35,000 of administrative fees was paid by the Plan to the Trustee for the year ended December 31, 2013. Notes receivable from participants also qualify as party-in-interest transactions. The Employee Retirement Income Security Act of 1974 provides and exemption for such transactions.

7. INCOME TAX STATUS

The Plan adopted a non-standardized prototype plan of the Trustee which obtained an opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since the prototype plan received the opinion letter. However, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Due to the tax exempt status of the Plan, the Plan does not have any significant tax uncertainties that would require recognition or disclosure. None of the Plan's previously filed tax returns are currently being examined. The Plan is no longer subject to income tax examinations for years before 2010.

8. RISKS AND UNCERTAINTIES

The Plan invests in various investments. Investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments 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.

FIRSTSERVICE RESIDENTIAL
401(k) PROFIT SHARING PLAN AND TRUST

Schedule H, Part IV - Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number: 41-1451847, Plan Number: 001

December 31, 2013

	(a) 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
	Wasatch	Mutual Fund - Small Capital Growth Fund	**	$ 867,300
*	Associated Bank	Common Collective Trust - Intermediate Term Bond Fund	**	$ 265,303
	T. Rowe Price	Mutual Fund - Equity Income Fund	**	$ 700,394
*	Associated Bank	Common Collective Trust - Balanced Lifestage Fund	**	$ 355,155
*	Associated Bank	Common Collective Trust - Growth Balanced Lifestage Fund	**	$ 596,078
*	Associated Bank	Common Collective Trust - Money Market Fund	**	$ 490,531
	Dodge & Cox	Mutual Fund - Fund International Stock Fund	**	$ 320,751
	American Funds	Mutual Fund - Growth Fund of America Fund	**	$ 126,634
*	Associated Bank	Common Collective Trust - Conservative Growth Lifestage Fund	**	$ 243,237
	American Funds	Mutual Fund - Euro Pacific Growth Fund	**	$ 71,921
	Goldman Sachs	Mutual Fund - Mid Cap Value Fund	**	$ 151,655
	Goldman Sachs	Mutual Fund - Mid Cap Value Fund		$ 15,383
*	Associated Bank	Common Collective Trust - Conservative Balanced Lifestage	**	$ 29,541
	Royce Pennsylvania	Mutual Fund - Pennsylvania Mutual Fund	**	$ 28,994
*	Associated Bank	Common Collective Trust - Growth Lifestage Fund	**	$ 21,548
	Vanguard	Mutual Fund - 500 Index Fund	**	$ 257,607
	Vanguard	Mutual Fund - Mid Cap Index Fund	**	$ 61,285
	Vanguard	Mutual Fund - Short Investment Grade		$ 23,434
	Vanguard	Mutual Fund - Small Capital Growth Index Fund	**	$ 110,912
	Vanguard	Mutual Fund - New World Growth Fund	**	$ 66,695
				4,804,358
*	Participant loans, Interest at 5.25%, maturities through December 2017		$0	$ 91,545
	Total investments			$ 4,895,903

* Indicates a party-in-interest

** Cost omitted for participant directed investments

Notes to Financial Statements are an integral part of this Schedule.

See Independent Auditor's Report.

2013 Form 5500 Line 4a - Schedule of Delinquent Participant Contributions				
Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
95		95		

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

FIRSTSERVICE RESIDENTIAL
MINNESOTA INC 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
CASH AND EQUIVALENTS							
	0	CASH	.00 .000	.00 .000		0	0.00
		TOTAL CASH AND EQUIVALENTS	.00	.00	.00	0	0.00
EQUITIES							
EQUITY COMMON TRUST FUNDS							
999999-34-5	15,691.550	BALANCED LIFESTAGE FUND	269,272.00 17.160	355,154.62 22.633	7.25	6,373	1.79
999999-35-2	24,642.061	GROWTH BALANCED LIFESTAGE FUND	443,920.03 18.015	596,077.71 24.189	12.17	9,409	1.58
999999-37-8	9,413.050	CONSERVATIVE GROWTH LIFESTAGE FUND	173,150.28 18.395	243,237.01 25.840	4.97	3,478	1.43
999999-38-6	813.296	GROWTH LIFESTAGE FUND	18,261.20 22.453	21,547.72 26.494	.44	266	1.24
		TOTAL EQUITY COMMON TRUST FUNDS	904,603.51	1,216,017.06	24.84	19,526	1.61
EQUITY MUTUAL FUNDS							
256206-10-3	7,452.394	DODGE AND COX FDS INTL STOCK FD	269,035.04 36.100	320,751.04 43.040	6.55	5,179	1.61
298706-82-1	1,466.872	AM FDS EUROPACIFIC GROWTH FD CL R6	60,637.38 41.338	71,920.73 49.030	1.47	902	1.25
38141W-39-8	3,413.355	GOLDMAN SACHS MID CAP VAL INSTL	128,418.29 37.622	151,655.36 44.430	3.10	1,416	0.93

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

FIRSTSERVICE RESIDENTIAL
MINNESOTA INC 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
38142Y-40-1	505.181	GOLDMAN SACHS GROWTH OPPORT INSTL	13,575.11 26.872	15,382.76 30.450	.31	0	0.00
399874-81-7	2,944.282	AM FDS GROWTH FD OF AMERICA CL R6	89,922.20 30.541	126,633.57 43.010	2.59	827	0.65
649280-81-5	1,135.042	AM FDS NEW WORLD FUND R6	64,555.54 56.875	66,695.07 58.760	1.36	908	1.36
779547-10-8	21,327.474	T ROWE PRICE EQUITY INCOME FD	539,811.19 25.311	700,394.25 32.840	14.31	11,516	1.64
780905-84-0	1,968.372	ROYCE FDS PENNSYLVANIA MUTUAL FD	23,040.83 11.706	28,994.12 14.730	.59	2	0.01
922908-42-1	2,335.480	VANGUARD SMALL CAP INDEX SIGNAL	81,870.91 35.055	110,911.95 47.490	2.27	1,450	1.31
922908-44-7	1,425.894	VANGUARD MID CAP INDEX SIGNAL	48,525.83 34.032	61,284.92 42.980	1.25	718	1.17
922908-49-6	1,830.638	VANGUARD 500 INDEX FUND SIGNAL	209,084.70 114.214	257,607.38 140.720	5.26	4,735	1.84
936772-10-2	16,529.454	WASATCH SMALL CAP GROWTH FD	602,165.02 36.430	867,300.45 52.470	17.71	0	0.00
		TOTAL EQUITY MUTUAL FUNDS	2,130,642.04	2,779,531.60	56.77	27,653	1.00
		TOTAL EQUITIES	3,035,245.55	3,995,548.66	81.61	47,179	1.18

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

FIRSTSERVICE RESIDENTIAL
MINNESOTA INC 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
		FIXED INCOME SECURITIES					
		FIXED INCOME COMMON TRUST FUNDS					
999999-03-0	6,490.684	ASSOCIATED INTERMEDIATE TERM BOND FD	238,149.17 36.691	265,303.00 40.874	5.42	10,490	3.95
999999-19-6	332,684.058	MONEY MARKET FUND	488,294.78 1.468	490,531.32 1.474	10.02	0	0.00
999999-33-7	1,530.129	CONSERVATIVE BALANCED LIFESTAGE FUND	25,300.61 16.535	29,541.24 19.306	.60	601	2.04
		TOTAL FIXED INCOME COMMON TRUST FUNDS	751,744.56	785,375.56	16.04	11,091	1.41
		FIXED INC MUT/ETF FD					
922031-40-6	2,190.115	VANGUARD SHORT TERM INV GRADE FD 38.60	23,561.77 10.758	23,434.23 10.700	.48	456	1.95
		TOTAL FIXED INCOME MUTUAL/ETF FUNDS	23,561.77	23,434.23	.48	456	1.95
		TOTAL FIXED INCOME SECURITIES	775,306.33	808,809.79	16.52	11,547	1.43
		MISCELLANEOUS					
MS1029-78-9	91,544.720	MASTER LOAN	91,544.72 1.000	91,544.72 1.000	1.87	0	0.00
		TOTAL MISCELLANEOUS	91,544.72	91,544.72	1.87	0	0.00
		TOTAL ASSETS	3,902,096.60	4,895,903.17			

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

FIRSTSERVICE RESIDENTIAL
MINNESOTA INC 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
ACCRUED INCOME							
		INTEREST	38.60	38.60	.00		
		TOTAL ACCRUED INCOME	38.60	38.60	.00		
		TOTAL ASSETS PLUS ACCRUED INCOME	3,902,135.20	4,895,941.77			