

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 <u>API GROUP, INC. PROFIT SHARING & 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/30/1953</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>41-1858188</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>651-604-2700</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>423990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/30/1953</u>		2b Employer Identification Number (EIN) <u>41-1858188</u>		2c Sponsor's telephone number <u>651-604-2700</u>		2d Business code (see instructions) <u>423990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>04/30/1953</u>											
2b Employer Identification Number (EIN) <u>41-1858188</u>											
2c Sponsor's telephone number <u>651-604-2700</u>											
2d Business code (see instructions) <u>423990</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>API GROUP, INC.</u> <u>1100 OLD HIGHWAY 8 NW</u> <u>NEW BRIGHTON, MN 55112</u>											

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.	08/20/2014	THOMAS LYON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/20/2014	THOMAS LYDON
	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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	2921
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	2787
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits		6c	566
d Subtotal. Add lines 6a , 6b , and 6c		6d	3354
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	13
f Total. Add lines 6d and 6e		6f	3367
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	2964
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	151
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 2K 3D 2F 2T 2S 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) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 API GROUP, INC. PROFIT SHARING & 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 API GROUP, INC.	D Employer Identification Number (EIN) 41-1858188	

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
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ARTISAN
39-1811840

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BARON CAPITAL GROUP
13-3122938

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
T ROWE PRICE
52-2264646

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

MAINSTAY

52-2206685

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

GOLDMAN SACHS

13-5108880

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

INVESCO VAN KAMPEN

58-2287224

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

VANGUARD

23-1945930

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

OPPENHEIMER FUNDS

13-2527171

(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, N.A.

94-1347393

(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 49 50 52 60 62 63 64	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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

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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan API GROUP, INC. PROFIT SHARING & 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 API GROUP, INC.				D Employer Identification Number (EIN) 41-1858188	
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: WELLS FARGO STABLE RETURN N15					
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.					
c EIN-PN 80-6052573-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20561414	
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)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2013 v. 130118

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
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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
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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
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>API GROUP, INC. PROFIT SHARING & 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>API GROUP, INC.</u>		D Employer Identification Number (EIN) <u>41-1858188</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
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)	267673	177856
	(9) Value of interest in common/collective trusts	1c(9)	20557663	20561414
	(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)	105506226	150877954
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	126331562	171617224

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	126331562	171617224
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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)	3975767	
(B) Participants	2a(1)(B)	10264711	
(C) Others (including rollovers)	2a(1)(C)	6218579	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		20459057
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)	10883	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10883
(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)	1599482	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1599482
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		303620
(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)		27488099
c Other income.....	2c		557
d Total income. Add all income amounts in column (b) and enter total.....	2d		49861698

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	9971204	
(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)		9971204
f Corrective distributions (see instructions).....	2f		62087
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)	38	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		38
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10033329

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		39828369
l Transfers of assets:			
(1) To this plan.....	2l(1)		5457293
(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) ☒ 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 ☐ No

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

(1) Name: REDPATH AND COMPANY LTD.

(2) EIN: 41-0975573

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:

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.).....

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.).....

	Yes	No	Amount
4a	X		1176
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	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?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>API GROUP, INC. PROFIT SHARING & 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>API GROUP, INC.</u>	D Employer Identification Number (EIN) <u>41-1858188</u>

Part I	Distributions
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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	<u>0</u>
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): <u>41-6257133</u>		
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 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
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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): _____

**API GROUP, INC. PROFIT SHARING
& 401(K) PLAN**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

December 31, 2013 and 2012

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API GROUP, INC. PROFIT SHARING & 401(K) PLAN
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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants
APi Group, Inc. Profit Sharing & 401(k) Plan
New Brighton, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of APi Group, Inc. Profit Sharing & 401(k) 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

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 our audits 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 are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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

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December 31, 2013 and 2012 and for the year ended December 31, 2013, 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 schedules are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, 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.

August 7, 2014


REDPATH AND COMPANY, LTD.
Certified Public Accountants

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FINANCIAL STATEMENTS

API GROUP, INC. PROFIT SHARING & 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

Statement 1

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$150,877,954	\$105,506,226
Common/collective trust	20,725,946	21,153,955
Receivables:		
Employer contributions	75	28,008
Participant contributions	150	45,377
Notes receivable from participants	<u>177,856</u>	<u>267,673</u>
Total assets	171,781,981	127,001,239
Liabilities:		
Excess contributions	<u>73,759</u>	<u>55,836</u>
Net assets available for benefits at fair value	171,708,222	126,945,403
Adjustment from fair value to contract value for fully benefit responsive investment contract	<u>(164,532)</u>	<u>(596,292)</u>
Net assets available for benefits	<u><u>\$171,543,690</u></u>	<u><u>\$126,349,111</u></u>

The accompanying notes are an integral part of these financial statements

API GROUP, INC. PROFIT SHARING & 401(K) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

For The Year Ended December 31, 2013

Statement 2

Additions:

Employer contributions	\$3,947,834
Participant contributions	10,145,725
Participant rollover contributions	6,218,579
Investment income:	
Interest and dividends	1,599,482
Interest income on notes receivable from participants	10,883
Net appreciation in fair value of investments	27,791,719
Other income	557
Transfers in from other plans due to mergers	5,457,293
Total additions	<u>55,172,072</u>

Deductions:

Benefits paid to participants	9,977,455
Administrative fees	38
Total deductions	<u>9,977,493</u>

Net increase in net assets available for benefits	45,194,579
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Beginning net assets available for benefits	<u>126,349,111</u>
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Ending net assets available for benefits	<u><u>\$171,543,690</u></u>
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The accompanying notes are an integral part of these financial statements

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API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 1 DESCRIPTION OF PLAN

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

- A. General. The Plan is a defined-contribution plan sponsored by APi Group, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Nonunion employees are eligible to participate in the Plan at the beginning of the month immediately following, or coinciding with, the day the employee reaches age 19 and has completed 20 days of eligible service. The Company has appointed Wells Fargo Bank, N.A. (Wells Fargo) to be the trustee and invest the assets of the Plan. The trustee and Plan administrator are responsible for oversight of the Plan. The Investment Committee determines the appropriateness of The Plan's Investment offerings, monitors investment performance, and reports to the trustee and Plan administrator.
- B. Contributions. Each year, participants may contribute to the Plan through a salary deferral. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan automatically enrolls all eligible employees with a salary deferral contribution of 3%, unless the participant elects to not participate in the Plan. The salary deferral contribution can be any whole percentage of a participant's eligible earnings up to a maximum threshold as defined by the Internal Revenue Code. Participants may also contribute amounts representing distributions from qualified plans (rollover). The Company's matching contribution is equal to 50% of each contribution on the first 6% of earnings contributed by the participant to the Plan.
- C. Participant Accounts. Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. 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.
- D. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is fully vested upon reaching age 59½, upon death or permanent disability. Termination of employment before any of the above occurs activates the following vesting schedule:

<u>Full Years of Employment</u>	<u>Vested Percentage</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

- E. Payment of Benefits. Upon death, disability, or termination of service, a participant may choose to receive a lump sum payment, installment payments, ad-hoc payments, or partial payments. Hardship distributions are allowed from participants pre-tax elective deferral accounts. In-service distributions are allowed for participants 59½ or older from their pre-tax vested account balance.
- F. Forfeited Accounts. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$104,000 and \$55,000, respectively. These accounts will be used to reduce future employer contributions. Also, in 2013, employer contributions were reduced by \$76,000 from forfeited non-vested accounts.
- G. Plan Structure and Investment Options. Wells Fargo Bank, N.A. manages the Plan's assets. Participants are allowed to invest in a variety of investment choices, as more fully described in the Plan's literature. All funds vary in type of investment, rate of return and investment risk. Participants may elect on a daily basis to have all or part of their account balances and future contributions transferred from one fund to another or in any combination. The Plan does not provide for participant loans. However, the Plan does allow existing loans to transfer into the Plan as a result of mergers of related plans. Loans transferred into the Plan are repaid based on existing loan terms at the time of transfer.

Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. Basis of Accounting. The financial statements of the Plan are prepared under the accrual method 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 presents 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 statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

- B. Use of Estimates. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
- C. Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note 5 for a discussion of fair value measurements.

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

- D. Payment of Benefits. Benefits are recorded when paid.

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

- E. 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 and 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.
- F. Excess Contributions Payable. Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2013 excess contributions to the applicable participants prior to March 15, 2014.
- G. 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 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 of fair value of investments.
- H. Subsequent Events. Effective July 1, 2014, the Plan approved a merger of the 3S Inc. 401(k) Profit Sharing Plan and, as a result, merged approximately \$788,099 of assets into the Plan.

The Plan has evaluated subsequent events through August 7, 2014, the date the financial statements were available to be issued.

Note 3 INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The trustee, Wells Fargo Bank, N.A., has certified that the following information included in the accompanying financial statements and Schedule 1 is complete and accurate:

- 1. Investments, except for the adjustment from fair value to contract value for fully benefit-responsive investment contracts and notes receivable from participants, reported on the statements of net assets available for benefits as of December 31, 2013 and 2012.
- 2. Investment activity reported on the statement of changes in net assets available of benefits for the year ended December 31, 2013.
- 3. Schedule of assets (held at year end) as of December 31, 2013, excluding loans to participants.

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 4 INVESTMENTS

Investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Wells Fargo Stable Return N15 (contract value of \$20,561,414 and \$20,557,663 at December 31, 2013 and 2012, respectively)	\$20,725,946	\$21,153,955
Mainstay L/C Growth I	24,636,675	18,125,764
Wells Fargo Core Bond	10,481,787	12,303,245
Wells Fargo Advantage Index	11,908,311	8,633,858
American Europacific Growth R5	10,256,722	7,937,367
Artisan Mid Cap Value	12,221,377	7,883,912
Invesco Comstock	9,678,218	*

*Represent less than 5% of net assets

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,791,719 as follows:

Mutual funds	\$27,488,099
Common/collective trusts	303,620
	<u>\$27,791,719</u>

Note 5 FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under 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;
- 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.

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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 as December 31, 2013 and 2012.

Common/collective trust. Valued at the NAV or 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.

Mutual funds. Mutual funds are valued at quoted prices available in an active market.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	2013		
	Level 1	Level 2	Level 3
			Total
Mutual funds:			
Target date	\$42,770,747	\$ -	\$ -
Global/international	15,623,493	-	-
Large cap	46,223,204	-	-
Mid cap	19,872,094	-	-
Small cap	14,361,367	-	-
Bond	10,481,787	-	-
Real estate	1,545,262	-	-
Total mutual funds	150,877,954	0	0
Common/collective trust	-	20,725,946	-
Total investments, at fair value	\$150,877,954	\$20,725,946	\$0

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$26,219,526	\$ -	\$ -	\$26,219,526
Global/international	11,004,737	-	-	11,004,737
Large cap	32,390,298	-	-	32,390,298
Mid cap	13,164,933	-	-	13,164,933
Small cap	9,304,599	-	-	9,304,599
Bond	12,303,245	-	-	12,303,245
Real estate	1,118,888	-	-	1,118,888
Total mutual funds	105,506,226	0	0	105,506,226
Common/collective trust	-	21,153,955	-	21,153,955
Total investments, at fair value	\$105,506,226	\$21,153,955	\$0	\$126,660,181

Note 6 INVESTMENTS STATED AT NET ASSET VALUE

The following table summarizes investments measured at fair value based on NAV per share as of December 31:

	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust (a)	\$20,725,946	n/a	Daily	Up to 12 months

	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust (a)	\$21,153,955	n/a	Daily	Up to 12 months

(a) The common collective trust seeks to provide investors with a moderate level of stable income without principal volatility. To achieve this, the fund invests in high quality insurance companies and financial institutions.

Note 7 ROLLOVER CONTRIBUTIONS

On July 2, 2013, the Company acquired Tessier's Inc. and approved an amendment to terminate the Tessier's Inc. Profit Sharing Plan effective May 1, 2013. All participants in the Tessier's Inc. Profit Sharing Plan became 100 percent vested in that plan upon termination and were provided the option to have their account balance rolled into any qualified plan (including the Plan) or IRA, receive a lump sum distribution, or be paid through an annuity

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

contract. An aggregate of \$4,917,159 was rolled into the Plan during the year ended December 31, 2013, and is included in rollovers on the statement of changes in net assets available for benefits.

Note 8 PLAN TERMINATION

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

Note 9 TAX STATUS

The Company adopted a prototype non-standardized plan which received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the non-standardized plan and related trust, as then designed, was in compliance with applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 10 RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo Bank, N.A., which is the trustee, as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants and transactions with the Sponsor also 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 the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan sponsor pays directly any other fees related to the Plan's operations.

Note 11 RISKS AND UNCERTAINTIES

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

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 12 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits and changes in net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$171,543,690	\$126,349,111
Current year receivables	(225)	(73,385)
Current year excess contributions	73,759	55,836
Net assets available for benefits per Form 5500	<u>\$171,617,224</u>	<u>\$126,331,562</u>
Changes in net assets available for benefits per the financial statements	\$45,194,579	
Current year receivables	(225)	
Prior year receivables	73,385	
Current year excess contributions	73,759	
Prior year excess contributions	(55,836)	
Changes in net assets available for benefits per Form 5500	<u>\$45,285,662</u>	

Note 13 DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2012, there were instances when participant contributions totaling \$640 were not remitted to the Plan in a timely manner. The delinquent participant contributions were fully corrected during 2012.

During 2013, there were instances when participant contributions totaling \$1,176 were not remitted to the Plan in a timely manner. The delinquent participant contributions were fully corrected during 2013.

Note 14 PLAN MERGERS

Effective January 1, 2013, the Plan approved a merger of the Metropolitan Mechanical Contractors, Inc. 401(k) Retirement Savings Plan and, as a result, merged \$4,483,025 of assets into the Plan.

Effective August 1, 2013, the Plan approved a merger of the Morristown Automatic Sprinkler Co. Inc. 401(k) and Profit Sharing Plan and, as a result, merged \$974,268 of assets into the Plan.

SUPPLEMENTAL SCHEDULES

API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 1

PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower etc.	(c) Description	(e) Current Value
*	Wells Fargo Stable Return N15	Common/collective trust	\$20,561,414
	Mainstay L/C Growth I	Mutual fund	24,636,675
	Artisan Mid Cap Value	Mutual fund	12,221,377
*	Wells Fargo Advantage Index	Mutual fund	11,908,311
*	Wells Fargo Core Bond	Mutual fund	10,481,787
	American Europacific Growth R5	Mutual fund	10,256,722
	Invesco Comstock	Mutual fund	9,678,218
	Goldman Sachs Small Cap Value I	Mutual fund	8,456,855
	Artisan Mid Cap	Mutual fund	7,650,717
	Vanguard Target Retirement 2020	Mutual fund	6,530,057
	Vanguard Target Retirement 2025	Mutual fund	6,477,433
	Vanguard Target Retirement 2030	Mutual fund	6,119,131
	Baron Small Cap	Mutual fund	5,904,512
	Vanguard Target Retirement 2040	Mutual fund	4,777,153
	Vanguard Target Retirement 2015	Mutual fund	4,599,957
	Vanguard Target Retirement 2035	Mutual fund	4,089,254
	Vanguard Target Retirement 2045	Mutual fund	3,913,058
	Vanguard Target Retirement 2050	Mutual fund	3,844,425
	Franklin Mutual Global Discovery A	Mutual fund	3,147,298
	Oppenheimer Developing Markets	Mutual fund	2,219,474
	T Rowe Price Real Estate	Mutual fund	1,545,262
	Vanguard Target Retirement 2010	Mutual fund	1,441,811
	Vanguard Target Retirement Income	Mutual fund	978,467
*	Loans to participants	Loans @ 4.25% - 5.25%	177,856
			<u>\$171,617,224</u>

*Indicates parties-in-interest

API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 2

PLAN NUMBER 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For The Year Ended December 31, 2013

<u>Participant Contributions Transferred Late to Plan</u>	<u>Total that Constitutes Nonexempt Prohibited Transactions</u>			<u>Total Fully Corrected Under VFCP and PTE 2002-51</u>
Check here if Late Participant Loan Repayments are included: ☐	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	
\$1,176	\$ -	\$1,176	\$ -	\$ -

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API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 1

PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower etc.	(c) Description	(e) Current Value
*	Wells Fargo Stable Return N15	Common/collective trust	\$20,561,414
	Mainstay L/C Growth I	Mutual fund	24,636,675
	Artisan Mid Cap Value	Mutual fund	12,221,377
*	Wells Fargo Advantage Index	Mutual fund	11,908,311
*	Wells Fargo Core Bond	Mutual fund	10,481,787
	American Europacific Growth R5	Mutual fund	10,256,722
	Invesco Comstock	Mutual fund	9,678,218
	Goldman Sachs Small Cap Value I	Mutual fund	8,456,855
	Artisan Mid Cap	Mutual fund	7,650,717
	Vanguard Target Retirement 2020	Mutual fund	6,530,057
	Vanguard Target Retirement 2025	Mutual fund	6,477,433
	Vanguard Target Retirement 2030	Mutual fund	6,119,131
	Baron Small Cap	Mutual fund	5,904,512
	Vanguard Target Retirement 2040	Mutual fund	4,777,153
	Vanguard Target Retirement 2015	Mutual fund	4,599,957
	Vanguard Target Retirement 2035	Mutual fund	4,089,254
	Vanguard Target Retirement 2045	Mutual fund	3,913,058
	Vanguard Target Retirement 2050	Mutual fund	3,844,425
	Franklin Mutual Global Discovery A	Mutual fund	3,147,298
	Oppenheimer Developing Markets	Mutual fund	2,219,474
	T Rowe Price Real Estate	Mutual fund	1,545,262
	Vanguard Target Retirement 2010	Mutual fund	1,441,811
	Vanguard Target Retirement Income	Mutual fund	978,467
*	Loans to participants	Loans @ 4.25% - 5.25%	177,856
			<u>\$171,617,224</u>

*Indicates parties-in-interest

API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 2

PLAN NUMBER 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For The Year Ended December 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitutes 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	
\$1,176	\$ -	\$1,176	\$ -	\$ -

**API GROUP, INC. PROFIT SHARING
& 401(K) PLAN**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

December 31, 2013 and 2012

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API GROUP, INC. PROFIT SHARING & 401(K) PLAN
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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants
APi Group, Inc. Profit Sharing & 401(k) Plan
New Brighton, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of APi Group, Inc. Profit Sharing & 401(k) 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

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 our audits 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 are not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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

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December 31, 2013 and 2012 and for the year ended December 31, 2013, 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 schedules are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, 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.

August 7, 2014


REDPATH AND COMPANY, LTD.
Certified Public Accountants

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FINANCIAL STATEMENTS

API GROUP, INC. PROFIT SHARING & 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

Statement 1

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value:		
Mutual funds	\$150,877,954	\$105,506,226
Common/collective trust	20,725,946	21,153,955
Receivables:		
Employer contributions	75	28,008
Participant contributions	150	45,377
Notes receivable from participants	<u>177,856</u>	<u>267,673</u>
Total assets	171,781,981	127,001,239
Liabilities:		
Excess contributions	<u>73,759</u>	<u>55,836</u>
Net assets available for benefits at fair value	171,708,222	126,945,403
Adjustment from fair value to contract value for fully benefit responsive investment contract	<u>(164,532)</u>	<u>(596,292)</u>
Net assets available for benefits	<u><u>\$171,543,690</u></u>	<u><u>\$126,349,111</u></u>

The accompanying notes are an integral part of these financial statements

API GROUP, INC. PROFIT SHARING & 401(K) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

For The Year Ended December 31, 2013

Statement 2

Additions:

Employer contributions	\$3,947,834
Participant contributions	10,145,725
Participant rollover contributions	6,218,579
Investment income:	
Interest and dividends	1,599,482
Interest income on notes receivable from participants	10,883
Net appreciation in fair value of investments	27,791,719
Other income	557
Transfers in from other plans due to mergers	5,457,293
Total additions	<u>55,172,072</u>

Deductions:

Benefits paid to participants	9,977,455
Administrative fees	38
Total deductions	<u>9,977,493</u>

Net increase in net assets available for benefits	45,194,579
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Beginning net assets available for benefits	<u>126,349,111</u>
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Ending net assets available for benefits	<u><u>\$171,543,690</u></u>
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The accompanying notes are an integral part of these financial statements

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API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 1 DESCRIPTION OF PLAN

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

- A. General. The Plan is a defined-contribution plan sponsored by APi Group, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Nonunion employees are eligible to participate in the Plan at the beginning of the month immediately following, or coinciding with, the day the employee reaches age 19 and has completed 20 days of eligible service. The Company has appointed Wells Fargo Bank, N.A. (Wells Fargo) to be the trustee and invest the assets of the Plan. The trustee and Plan administrator are responsible for oversight of the Plan. The Investment Committee determines the appropriateness of The Plan's Investment offerings, monitors investment performance, and reports to the trustee and Plan administrator.
- B. Contributions. Each year, participants may contribute to the Plan through a salary deferral. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan automatically enrolls all eligible employees with a salary deferral contribution of 3%, unless the participant elects to not participate in the Plan. The salary deferral contribution can be any whole percentage of a participant's eligible earnings up to a maximum threshold as defined by the Internal Revenue Code. Participants may also contribute amounts representing distributions from qualified plans (rollover). The Company's matching contribution is equal to 50% of each contribution on the first 6% of earnings contributed by the participant to the Plan.
- C. Participant Accounts. Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. 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.
- D. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their account is based on years of continuous service. A participant is fully vested upon reaching age 59½, upon death or permanent disability. Termination of employment before any of the above occurs activates the following vesting schedule:

<u>Full Years of Employment</u>	<u>Vested Percentage</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

- E. Payment of Benefits. Upon death, disability, or termination of service, a participant may choose to receive a lump sum payment, installment payments, ad-hoc payments, or partial payments. Hardship distributions are allowed from participants pre-tax elective deferral accounts. In-service distributions are allowed for participants 59½ or older from their pre-tax vested account balance.
- F. Forfeited Accounts. At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$104,000 and \$55,000, respectively. These accounts will be used to reduce future employer contributions. Also, in 2013, employer contributions were reduced by \$76,000 from forfeited non-vested accounts.
- G. Plan Structure and Investment Options. Wells Fargo Bank, N.A. manages the Plan's assets. Participants are allowed to invest in a variety of investment choices, as more fully described in the Plan's literature. All funds vary in type of investment, rate of return and investment risk. Participants may elect on a daily basis to have all or part of their account balances and future contributions transferred from one fund to another or in any combination. The Plan does not provide for participant loans. However, the Plan does allow existing loans to transfer into the Plan as a result of mergers of related plans. Loans transferred into the Plan are repaid based on existing loan terms at the time of transfer.

Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. Basis of Accounting. The financial statements of the Plan are prepared under the accrual method 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 presents 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 statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

- B. Use of Estimates. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
- C. Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note 5 for a discussion of fair value measurements.

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

- D. Payment of Benefits. Benefits are recorded when paid.

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

- E. 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 and 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.
- F. Excess Contributions Payable. Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2013 excess contributions to the applicable participants prior to March 15, 2014.
- G. 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 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 of fair value of investments.
- H. Subsequent Events. Effective July 1, 2014, the Plan approved a merger of the 3S Inc. 401(k) Profit Sharing Plan and, as a result, merged approximately \$788,099 of assets into the Plan.

The Plan has evaluated subsequent events through August 7, 2014, the date the financial statements were available to be issued.

Note 3 INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The trustee, Wells Fargo Bank, N.A., has certified that the following information included in the accompanying financial statements and Schedule 1 is complete and accurate:

- 1. Investments, except for the adjustment from fair value to contract value for fully benefit-responsive investment contracts and notes receivable from participants, reported on the statements of net assets available for benefits as of December 31, 2013 and 2012.
- 2. Investment activity reported on the statement of changes in net assets available of benefits for the year ended December 31, 2013.
- 3. Schedule of assets (held at year end) as of December 31, 2013, excluding loans to participants.

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 4 INVESTMENTS

Investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Wells Fargo Stable Return N15 (contract value of \$20,561,414 and \$20,557,663 at December 31, 2013 and 2012, respectively)	\$20,725,946	\$21,153,955
Mainstay L/C Growth I	24,636,675	18,125,764
Wells Fargo Core Bond	10,481,787	12,303,245
Wells Fargo Advantage Index	11,908,311	8,633,858
American Europacific Growth R5	10,256,722	7,937,367
Artisan Mid Cap Value	12,221,377	7,883,912
Invesco Comstock	9,678,218	*

*Represent less than 5% of net assets

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,791,719 as follows:

Mutual funds	\$27,488,099
Common/collective trusts	303,620
	<u>\$27,791,719</u>

Note 5 FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under 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;
- 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.

API GROUP, INC.
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NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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 as December 31, 2013 and 2012.

Common/collective trust. Valued at the NAV or 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.

Mutual funds. Mutual funds are valued at quoted prices available in an active market.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	2013		
	Level 1	Level 2	Level 3
			Total
Mutual funds:			
Target date	\$42,770,747	\$ -	\$ -
Global/international	15,623,493	-	-
Large cap	46,223,204	-	-
Mid cap	19,872,094	-	-
Small cap	14,361,367	-	-
Bond	10,481,787	-	-
Real estate	1,545,262	-	-
Total mutual funds	150,877,954	0	0
Common/collective trust	-	20,725,946	-
Total investments, at fair value	\$150,877,954	\$20,725,946	\$0

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PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Target date	\$26,219,526	\$ -	\$ -	\$26,219,526
Global/international	11,004,737	-	-	11,004,737
Large cap	32,390,298	-	-	32,390,298
Mid cap	13,164,933	-	-	13,164,933
Small cap	9,304,599	-	-	9,304,599
Bond	12,303,245	-	-	12,303,245
Real estate	1,118,888	-	-	1,118,888
Total mutual funds	105,506,226	0	0	105,506,226
Common/collective trust	-	21,153,955	-	21,153,955
Total investments, at fair value	\$105,506,226	\$21,153,955	\$0	\$126,660,181

Note 6 INVESTMENTS STATED AT NET ASSET VALUE

The following table summarizes investments measured at fair value based on NAV per share as of December 31:

	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust (a)	\$20,725,946	n/a	Daily	Up to 12 months

	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust (a)	\$21,153,955	n/a	Daily	Up to 12 months

(a) The common collective trust seeks to provide investors with a moderate level of stable income without principal volatility. To achieve this, the fund invests in high quality insurance companies and financial institutions.

Note 7 ROLLOVER CONTRIBUTIONS

On July 2, 2013, the Company acquired Tessier's Inc. and approved an amendment to terminate the Tessier's Inc. Profit Sharing Plan effective May 1, 2013. All participants in the Tessier's Inc. Profit Sharing Plan became 100 percent vested in that plan upon termination and were provided the option to have their account balance rolled into any qualified plan (including the Plan) or IRA, receive a lump sum distribution, or be paid through an annuity

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NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

contract. An aggregate of \$4,917,159 was rolled into the Plan during the year ended December 31, 2013, and is included in rollovers on the statement of changes in net assets available for benefits.

Note 8 PLAN TERMINATION

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

Note 9 TAX STATUS

The Company adopted a prototype non-standardized plan which received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the non-standardized plan and related trust, as then designed, was in compliance with applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note 10 RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo Bank, N.A., which is the trustee, as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants and transactions with the Sponsor also 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 the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan sponsor pays directly any other fees related to the Plan's operations.

Note 11 RISKS AND UNCERTAINTIES

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

API GROUP, INC.
PROFIT SHARING & 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

Note 12 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits and changes in net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$171,543,690	\$126,349,111
Current year receivables	(225)	(73,385)
Current year excess contributions	73,759	55,836
Net assets available for benefits per Form 5500	<u>\$171,617,224</u>	<u>\$126,331,562</u>
Changes in net assets available for benefits per the financial statements	\$45,194,579	
Current year receivables	(225)	
Prior year receivables	73,385	
Current year excess contributions	73,759	
Prior year excess contributions	(55,836)	
Changes in net assets available for benefits per Form 5500	<u>\$45,285,662</u>	

Note 13 DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2012, there were instances when participant contributions totaling \$640 were not remitted to the Plan in a timely manner. The delinquent participant contributions were fully corrected during 2012.

During 2013, there were instances when participant contributions totaling \$1,176 were not remitted to the Plan in a timely manner. The delinquent participant contributions were fully corrected during 2013.

Note 14 PLAN MERGERS

Effective January 1, 2013, the Plan approved a merger of the Metropolitan Mechanical Contractors, Inc. 401(k) Retirement Savings Plan and, as a result, merged \$4,483,025 of assets into the Plan.

Effective August 1, 2013, the Plan approved a merger of the Morristown Automatic Sprinkler Co. Inc. 401(k) and Profit Sharing Plan and, as a result, merged \$974,268 of assets into the Plan.

SUPPLEMENTAL SCHEDULES

API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 1

PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower etc.	(c) Description	(e) Current Value
*	Wells Fargo Stable Return N15	Common/collective trust	\$20,561,414
	Mainstay L/C Growth I	Mutual fund	24,636,675
	Artisan Mid Cap Value	Mutual fund	12,221,377
*	Wells Fargo Advantage Index	Mutual fund	11,908,311
*	Wells Fargo Core Bond	Mutual fund	10,481,787
	American Europacific Growth R5	Mutual fund	10,256,722
	Invesco Comstock	Mutual fund	9,678,218
	Goldman Sachs Small Cap Value I	Mutual fund	8,456,855
	Artisan Mid Cap	Mutual fund	7,650,717
	Vanguard Target Retirement 2020	Mutual fund	6,530,057
	Vanguard Target Retirement 2025	Mutual fund	6,477,433
	Vanguard Target Retirement 2030	Mutual fund	6,119,131
	Baron Small Cap	Mutual fund	5,904,512
	Vanguard Target Retirement 2040	Mutual fund	4,777,153
	Vanguard Target Retirement 2015	Mutual fund	4,599,957
	Vanguard Target Retirement 2035	Mutual fund	4,089,254
	Vanguard Target Retirement 2045	Mutual fund	3,913,058
	Vanguard Target Retirement 2050	Mutual fund	3,844,425
	Franklin Mutual Global Discovery A	Mutual fund	3,147,298
	Oppenheimer Developing Markets	Mutual fund	2,219,474
	T Rowe Price Real Estate	Mutual fund	1,545,262
	Vanguard Target Retirement 2010	Mutual fund	1,441,811
	Vanguard Target Retirement Income	Mutual fund	978,467
*	Loans to participants	Loans @ 4.25% - 5.25%	177,856
			<u>\$171,617,224</u>

*Indicates parties-in-interest

API GROUP, INC. PROFIT SHARING & 401(K) PLAN

EIN 41-1858188

Schedule 2

PLAN NUMBER 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For The Year Ended December 31, 2013

Participant Contributions Transferred Late to Plan	Total that Constitutes 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	
\$1,176	\$ -	\$1,176	\$ -	\$ -

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API GROUP, INC. PROFIT SHARING & 401(K) PLAN

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Schedule 1

PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower etc.	(c) Description	(e) Current Value
*	Wells Fargo Stable Return N15	Common/collective trust	\$20,561,414
	Mainstay L/C Growth I	Mutual fund	24,636,675
	Artisan Mid Cap Value	Mutual fund	12,221,377
*	Wells Fargo Advantage Index	Mutual fund	11,908,311
*	Wells Fargo Core Bond	Mutual fund	10,481,787
	American Europacific Growth R5	Mutual fund	10,256,722
	Invesco Comstock	Mutual fund	9,678,218
	Goldman Sachs Small Cap Value I	Mutual fund	8,456,855
	Artisan Mid Cap	Mutual fund	7,650,717
	Vanguard Target Retirement 2020	Mutual fund	6,530,057
	Vanguard Target Retirement 2025	Mutual fund	6,477,433
	Vanguard Target Retirement 2030	Mutual fund	6,119,131
	Baron Small Cap	Mutual fund	5,904,512
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	Vanguard Target Retirement 2035	Mutual fund	4,089,254
	Vanguard Target Retirement 2045	Mutual fund	3,913,058
	Vanguard Target Retirement 2050	Mutual fund	3,844,425
	Franklin Mutual Global Discovery A	Mutual fund	3,147,298
	Oppenheimer Developing Markets	Mutual fund	2,219,474
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			<u>\$171,617,224</u>

*Indicates parties-in-interest