

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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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>THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>
		1c Effective date of plan <u>09/30/1964</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN) <u>81-0572771</u>	
	2c Sponsor's telephone number <u>507-532-3274</u>	
	2d Business code (see instructions) <u>541990</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.	09/09/2014	HEIDI DIRCKX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 16471
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 14669
b Retired or separated participants receiving benefits		6b 246
c Other retired or separated participants entitled to future benefits.....		6c 1169
d Subtotal. Add lines 6a , 6b , and 6c		6d 16084
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 27
f Total. Add lines 6d and 6e		6f 16111
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 8914
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 19
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 3F 3H 2K 2T 2R		
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) ☒ <u>5</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> 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 THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

KNIGHTS OF COLUMBUS

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0416470	58033	NOT PROVIDED	2	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ► [ON FILE WITH INSURANCE COMMISSIONER](#)

b Premiums paid to carrier	6b	7080
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ►	6d	

e Type of contract: (1) ☒ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ►

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ► ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ►

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
►			

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
►			

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	
Specify nature of costs ▶		

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☒ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

THE CONTRACT NUMBER FOR THIS INSURANCE CONTRACT WAS NOT PROVIDED.

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
MODERN WOODMEN OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-1493430	57541	7189345	2	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ► [ON FILE WITH INSURANCE COMMISSIONER](#)

b Premiums paid to carrier	6b	2113
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ►	6d	

e Type of contract: (1) ☒ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ►

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ► ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ►

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
►			

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
►			

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> 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 THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

NORTHWESTERN MUTUAL

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
39-0509570	67091	75941	11	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
78	20

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

TODD BOCK
203 JEWETT STREET
CONDO EAST
MARSHALL, MN 56258-2610

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
78	20	FEES	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ► [ON FILE WITH INSURANCE COMMISSIONER](#)

b Premiums paid to carrier	6b	12856
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ►	6d	

e Type of contract: (1) ☒ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ►

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ► ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ►

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
►			

(6) Total additions

7c(6)

0

d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
►			

(5) Total deductions

7e(5)

0

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	
Specify nature of costs ▶		

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

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

A Name of plan THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	09108N	16	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
154	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

JAMES KONTZ
214 WEST COLLEGE DRIVE
MARSHALL, MN 56258

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
154			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ► [ON FILE WITH INSURANCE COMMISSIONER](#)

b Premiums paid to carrier	6b	16746
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ►	6d	

e Type of contract: (1) ☒ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ►

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ► ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ►

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
►			

(6) Total additions

7c(6) 0

d Total of balance and additions (add lines 7b and 7c(6))	7d	0
---	-----------	---

e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
►			

(5) Total deductions

7e(5) 0

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	
Specify nature of costs ▶		

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> 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 THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier NATIONWIDE					
(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	L019330480	0	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
--

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions

7c(6)

0

d Total of balance and additions (add lines 7b and 7c(6))	7d		0
---	-----------	--	---

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions

7e(5)

0

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f		0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SCHWANS SHARED SERVICES, LLC	D Employer Identification Number (EIN) 81-0572771

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	
VANGUARD	
23-1945930	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
NGAM DISTRIBUTION, LP	399 BOYLSTON STREET BOSTON, MA 02116

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
MAINSTAY INVESTMENTS	169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
STATE STREET GLOBAL ADVISORS	
04-1867445	

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

COMMINGLED PENSION TRUST OF JPMORGA

26-1164981

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

T. ROWE PRICE

52-1175211

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

COMMINGLED PENSION TRUST FUND OF JP

26-1165037

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

COMMINGLED PENSION TRUST FUND OF JP

26-1165154

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

COMMINGLED PENSION TRUST FUND OF JP

26-1165198

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

COMMINGLED PENSION TRUST FUND OF JP

26-1165348

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

COMMINGLED PENSION TRUST FUND OF JP

26-1165392

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

COMMINGLED PENSION TRUST FUND JP

26-1165449

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

COMMINGLED PENSION TRUST FUND JPMOR

26-1165477

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

COMMINGLED PENSION TRUST FUND JPMOR

26-1164871

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

JPMCB SMART RETIREMENT 2050-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT 2010-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT 2015-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT 2020-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT 2030-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT 2040-C10

PO BOX 8528
BOSTON, MA 02266

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

JPMCB SMART RETIREMENT INCOME-C10

PO BOX 8528
BOSTON, MA 02266

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

LOOMIS SAYLES VALUE-Y

399 BOYLSTON STREET
BOSTON, ME 02116

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

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

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

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

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

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

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

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

JP MORGAN FINANCIAL ENGINES

13-4062153

(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?
28 51	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	723757	Yes ☐ No ☒

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

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 59 62 64	NONE	418995	Yes ☒ No ☐	Yes ☐ No ☒	279441	Yes ☐ No ☒

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

TOWERS WATSON

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	291684	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)

GALLIARD

41-1813702

(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?
28 51	NONE	255355	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

EPOCH

20-1003862

(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?
28 51	NONE	203553	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

INTEGRITY

38-3212521

(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?
28 51	NONE	118763	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

JP MORGAN INVESTMENT MANAGEMENT INC

13-3200244

(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?
28 51	NONE	113538	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

COLUMBUS CIRCLE

06-1404803

(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?
28 51 68	NONE	100362	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

NATAXIS

13-4146043

(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?
28 51	NONE	91142	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)

AEON

52-0419790

(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?
28 51	NONE	90315	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ILIAC

71-0294708

(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?
28 51	NONE	61488	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACK ROCK INSTITUTIONAL TRUST CO.

94-3112180

(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?
28 51 50 24 21	NONE	55746	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

GALLIARD

41-1813703

(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?
28 51	NONE	18941	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMS BROKERAGE FEES

13-3538956

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 51	NONE	8652	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
JP MORGAN FINANCIAL ENGINES	28 51	723757
(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.
JP MORGAN 13-3200244	RECORDKEEPING	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
JP MORGAN RETIREMENT PLAN SERVICES	59	279441
(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.
LOOMIS SAYLES, T ROWE PRICE, MAINST 399 BOYLSTON STREET BOSTON, MA 02116	INVESTMENT REVENUE SHARING	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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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>THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SCHWANS SHARED SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>81-0572771</u>

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA S&P 500 FLAGSHIP NON-LENDING S</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK & TRUST COMPANY</u>		
c EIN-PN <u>04-0025081-085</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16836670</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE RETURN FUND G</u>		
b Name of sponsor of entity listed in (a): <u>GALLIARD CAPITAL MANAGEMENT</u>		
c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8435025</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO ST INVESTMENT FUND G</u>		
b Name of sponsor of entity listed in (a): <u>GALLIARD CAPITAL MANAGEMENT</u>		
c EIN-PN <u>41-6202499-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3730678</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM SMART RETIREMENT PASSIVE 2015</u>		
b Name of sponsor of entity listed in (a): <u>MORGAN GUARANTY TRUST COMPANY OF NY</u>		
c EIN-PN <u>26-1165154-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6172721</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM SMART RETIREMENT PASSIVE 2020</u>		
b Name of sponsor of entity listed in (a): <u>MORGAN GUARANTY TRUST COMPANY OF NY</u>		
c EIN-PN <u>26-1165154-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>24251623</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM SMART RETIREMENT PASSIVE 2025</u>		
b Name of sponsor of entity listed in (a): <u>MORGAN GUARANTY TRUST COMPANY OF NY</u>		
c EIN-PN <u>26-1165154-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>664127</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM SMART RETIREMENT PASSIVE 2030</u>		
b Name of sponsor of entity listed in (a): <u>MORGAN GUARANTY TRUST COMPANY OF NY</u>		
c EIN-PN <u>26-1165154-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30988391</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM SMART RETIREMENT PASSIVE 2035		
b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY		
c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 833010
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM SMART RETIREMENT PASSIVE 2040		
b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY		
c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19720675
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND A		
b Name of sponsor of entity listed in (a): GALLIARD CAPITAL MANAGEMENT		
c EIN-PN 52-2250963-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20268736
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND F		
b Name of sponsor of entity listed in (a): GALLIARD CAPITAL MANAGEMENT		
c EIN-PN 52-2252204-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62644750
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND L		
b Name of sponsor of entity listed in (a): GALLIARD CAPITAL MANAGEMENT		
c EIN-PN 80-6183992-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33200585
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI ACWI		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 94-3358161-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55318306
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK US TIPS		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 27-0535692-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9520218
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMART RETIREMENT PASSIVE 2055		
b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY		
c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 122281
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMART RETIREMENT PASSIVE 2045		
b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY		
c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 842154
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMART RETIREMENT PASSIVE 2050		
b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY		
c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 827205

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMART RETIREMENT PASSIVE INCO

b Name of sponsor of entity listed in (a): MORGAN GUARANTY TRUST COMPANY OF NY

c EIN-PN 26-1165154-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4598079
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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>THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS 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>SCHWANS SHARED SERVICES, LLC</u>		D Employer Identification Number (EIN) <u>81-0572771</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	203915	204302
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2162046	2951207
(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)	68014	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	68126764	80366512
(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)	14076906	15533331
(9) Value of interest in common/collective trusts	1c(9)	286690653	298975234
(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)	181929673	219979070
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	39196	62115
(15) Other.....	1c(15)	1016432	993977

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	554313599	619065748

Liabilities

g Benefit claims payable	1g	72444	53633
h Operating payables	1h	243122	142919
i Acquisition indebtedness	1i		
j Other liabilities	1j	55244	47086
k Total liabilities (add all amounts in lines 1g through 1j)	1k	370810	243638

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	553942789	618822110
---	-----------	-----------	-----------

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)	13083326	
(B) Participants	2a(1)(B)	19721098	
(C) Others (including rollovers)	2a(1)(C)	2347920	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		35152344
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)	290	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	609327	
(F) Other	2b(1)(F)	29	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		609646
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	971390	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4877329	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5848719
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	83509774	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	75748452	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		7761322
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	13538605	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		13538605

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		25606787
(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)		34225643
c Other income.....	2c		-2492518
d Total income. Add all income amounts in column (b) and enter total.....	2d		120250548

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	52776820	
(2) To insurance carriers for the provision of benefits.....	2e(2)	38794	
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		52815614
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	1443087	
(3) Investment advisory and management fees.....	2i(3)	1112526	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2555613
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		55371227

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		64879321
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

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	
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		10000000
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.			

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>THE SCHWAN FOOD COMPANY RETIREMENT SAVINGS 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>SCHWANS SHARED SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>81-0572771</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>71-0930784</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
-----------------	-------------------

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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEARS ENDED DECEMBER 31, 2013 AND 2012

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
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YEARS ENDED DECEMBER 31, 2013 AND 2012**

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
The Schwan Food Company
Retirement Savings Plan
Marshall, Minnesota

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Schwan Food Company Retirement Savings 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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by JPMorgan Chase Bank, N.A., the trustee of the Plan, and Wells Fargo Bank, N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee and the custodian hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the trustee and custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee and custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at the end of the year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and custodian, 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.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

Minneapolis, Minnesota
September 3, 2014

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ASSETS		
INVESTMENTS (at Fair Value)	\$ 602,334,138	\$ 539,016,346
RECEIVABLES		
Interest and Dividends	204,302	203,915
Notes Receivable from Participants	<u>15,681,170</u>	<u>14,250,656</u>
Total Receivables	<u>15,885,472</u>	<u>14,454,571</u>
Total Assets	618,219,610	553,470,917
LIABILITIES		
ACCOUNTS PAYABLE	142,919	243,122
AMOUNTS DUE TO BROKERS FOR SECURITIES PURCHASED	<u>47,086</u>	<u>55,244</u>
Total Liabilities	<u>190,005</u>	<u>298,366</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	618,029,605	553,172,551
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	<u>839,195</u>	<u>(1,964,053)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 618,868,800</u></u>	<u><u>\$ 551,208,498</u></u>

See accompanying Notes to Financial Statement.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
INVESTMENT INCOME		
Net Appreciation in Fair Value of Investments	\$ 81,465,545	\$ 47,767,532
Interest and Dividends	<u>5,849,036</u>	<u>5,836,567</u>
Total Investment Income	87,314,581	53,604,099
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	609,327	596,931
CONTRIBUTIONS		
Employee 401(k) Deferrals	19,721,098	18,744,697
Employer Match	13,083,326	12,948,156
Rollovers	<u>2,347,920</u>	<u>1,225,429</u>
Total Contributions	35,152,344	32,918,282
BENEFITS PAID TO PARTICIPANTS	(52,821,542)	(60,003,543)
INSURANCE PREMIUMS	(38,794)	(48,503)
ADMINISTRATIVE EXPENSES	<u>(2,555,614)</u>	<u>(2,453,176)</u>
NET INCREASE	67,660,302	24,614,090
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>551,208,498</u>	<u>526,594,408</u>
End of Year	<u><u>\$ 618,868,800</u></u>	<u><u>\$ 551,208,498</u></u>

See accompanying Notes to Financial Statement.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 1 DESCRIPTION OF PLAN

The following description of The Schwan Food Company Retirement Savings Plan (the Plan) provides general information only. The Plan is for eligible employees of The Schwan Food Company subsidiaries (the Company). Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established in 1964 and most recently restated effective January 1, 2012. The Plan generally covers all employees of the Company, except those covered by certain collective bargaining agreements.

Effective July 15, 2014, the Plan was amended to reduce required hours needed to participate in the Profit Sharing portion of the Plan and changed the vesting to be immediately fully vested in the profit sharing contributions.

Contributions

Each year, participants may contribute up to 50% of pretax and/or after-tax (Roth) annual compensation, as defined in the Plan, subject to certain limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants age 50 or older may contribute additional amounts known as "catch-up" contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several investment options with varying investment objectives. Participants may invest in self-directed funds that are not affiliated with the investment options of the Plan.

The Plan provides for discretionary annual contributions as determined by the Company's Board of Directors. Employer contributions are not to exceed the maximum allowable amounts deductible by the Company under the provisions of the Internal Revenue Code (IRC). Profit sharing amounts are contributed at the option of the Company's Board of Directors and are invested in a portfolio of investments as directed by each participant. Discretionary contributions were not made for the years ended December 31, 2013 and 2012. Contributions are subject to certain limitations.

The Plan provides matching contributions. The Company matches 200% of the first 1% of employee deferrals plus 100% of the next 1% of employee deferrals plus 50% of the next 4% of employee deferrals.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account may be credited with the participant's contribution, matching contributions and/or allocations of the Company's contributions, Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their 401(k), rollover, voluntary, matching and merger accounts plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their accounts is as follows:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 1	0%
1 to 2	10
2 to 3	25
3 to 4	45
4 to 5	70
5 or more	100

Each participant becomes fully vested in Company discretionary contributions upon normal retirement age, death, total disability, or termination of the Plan.

Effective July 15, 2014, if a participant performs at least one (1) hour of service, they are immediately vested in their profit sharing account.

Notes Receivable from Participants

The Plan allows participants to borrow from their 401(k), matching, discretionary, rollover, and merger accounts. Participants may apply for a loan of up to 50% of the total vested value of their balance or \$50,000 minus the highest outstanding loan balance in the last 12-month period. The minimum loan is \$1,000 with no more than one loan outstanding at one time. Loans are repayable in equal periodic installments over the life of the loan which is required to be no more than five years. Interest rates on loans shall be equal to 1% over the prime rate of interest charged by large United States money center commercial banks. The rate remains fixed for the term of the loan. Interest rates on outstanding loans range from 4.00% to 8.25%.

Forfeitures

Forfeitures are used to reduce the Company's contributions or for other purposes as allowed by the Plan document. There were \$106,609 and \$115,582 of forfeited non-vested accounts as of December 31, 2013 and 2012, respectively. Forfeitures of \$3,733 and \$25,230 were used to restore participant accounts as of December 31, 2013 and 2012, respectively. Forfeitures of \$27,115 and \$10,294 were used to pay Plan expenses as of December 31, 2013 and 2012, respectively.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service, including due to death, disability, or retirement, a participant is eligible to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. If a participant terminates employment and the participant's vested account balance is less than \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent (automatic distribution). Automatic distributions between \$1,000 and \$5,000 without the participants consent will be paid in a direct rollover to an Individual Retirement Account (IRA). The Plan allows for in-service distributions from participants' 401(k), matching, discretionary, rollover and merger accounts in the case of attainment of age 59½. The Plan also allows for financial hardship withdrawals from participant's 401(k) (excluding earnings), discretionary, rollover and merger accounts subject to certain restrictions.

Life Insurance Contracts

In previous years, participants were able to invest in allocated insurance contracts. New contracts are no longer permitted. These contracts have been excluded from Plan assets in accordance with accounting principles generally accepted in the United States of America.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits 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 statements of changes in net assets available for benefits are prepared on a contract value basis.

Expenses

Recordkeeping, trustee and investment related expenses are paid by the Plan. All other expenses are paid by the Company.

Investment Valuation and Income Recognition

The Plan's investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

The investments in interest-bearing cash are valued at amortized cost which approximates fair value. The investments in corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Common stocks are valued at the closing price reported in the active market in which the individual security is traded. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. The collective funds are valued based on the NAV of units, which is based on observable prices for the underlying assets, held by the Plan at year-end. The wrap contracts are valued based on the replacement cost and actual cost, projected for the duration of the associated portfolio, discounted back to measurement date using an appropriate discount rate.

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

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.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments (Continued)

The three levels of the fair value hierarchy 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 market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2013 and 2012.

Notes Receivable From Participants

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

Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 3, 2014, the date the financial statements were available to be issued.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 3 INVESTMENTS AND CERTIFICATION OF INVESTMENT INFORMATION

The JPMorgan Chase Bank, N.A., the trustee of the Plan, is responsible for the Plan's investment assets and investing transactions. The trustee has supplied the Plan administrator with a certification as to the completeness and accuracy of all notes receivable from participants and investment information presented in the accompanying statements of net assets available for benefits (except for the adjustment from fair value to contract value for fully benefit-responsive investment contracts), as of December 31, 2013 and 2012, and the statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2013.

Wells Fargo Bank, N.A. is the custodian of the Plan's stable value portfolio. Wells Fargo Bank, N.A. has supplied the Plan administrator with a certification as to the completeness and accuracy of the fair value of the fully benefit-responsive collective funds as of December 31, 2013 and 2012, with the exception of the Wells Fargo Stable Return Fund L which is certified at contract value.

The following presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31:

	<u>2013</u>	<u>2012</u>
Wells Fargo Fixed Income Fund F	\$ 62,644,750 *	\$ 61,111,925 *
Wells Fargo Fixed Income Fund L	33,200,585 *	40,873,125 *
Vanguard Total Bond Market	45,415,316	45,307,626
Vanguard Institutional Index	51,166,810	39,466,133
Vanguard Total Stock Index - IS	43,131,189	32,297,453
Blackrock MSCI ACWI	55,318,306	42,122,290
JPMCB SmartRetirement Passive Blend 2030-C	30,988,391	-

*This amount represents contract value

During 2013 and 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	<u>2013</u>	<u>2012</u>
Quoted Prices:		
Mutual Funds	\$ 34,265,264	\$ 17,791,111
Common Stock	21,749,398	7,137,653
Estimated Fair Value:		
U.S. Government Securities	-	(14,886)
Corporate Debt Instruments	(63,339)	28,746
Futures Contracts	-	2,020,382
Common Collective Trusts	25,514,222	20,804,526
Total	<u>\$ 81,465,545</u>	<u>\$ 47,767,532</u>

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 4 FAIR VALUE MEASUREMENTS

The following tables set 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
Assets:				
Interest Bearing Cash	\$ -	\$ 2,951,207	\$ -	\$ 2,951,207
Insurance Wrapper Contract	-	62,115	-	62,115
Common Stock:				
Apartments	244,082	-	-	244,082
Aerospace	2,642,473	-	-	2,642,473
Automobiles and Components	966,097	-	-	966,097
Banking	3,155,505	-	-	3,155,505
Beverages, Tobacco	1,052,430	-	-	1,052,430
Broadcasting/Publishing	1,578,129	-	-	1,578,129
Chemicals	2,793,972	-	-	2,793,972
Commercial, Professional, and Residential Services	20,933	-	-	20,933
Commodities	88,998	-	-	88,998
Construction	1,974,230	-	-	1,974,230
Consumer Goods	13,425,191	-	-	13,425,191
Data Processing and Services	3,455,265	-	-	3,455,265
Electrical, Electronics, Electronic Components	8,409,739	-	-	8,409,739
Emerging Markets	6,150	-	-	6,150
Energy	4,599,064	-	-	4,599,064
Finance	9,930,412	-	-	9,930,412
Food, Household	3,827,416	-	-	3,827,416
Forest Products	19,612	-	-	19,612
Health	2,871,021	-	-	2,871,021
Industrial Components	11,687	-	-	11,687
Insurance	2,785,540	-	-	2,785,540
Leisure/Tourism	1,059,353	-	-	1,059,353
Machinery	2,159,900	-	-	2,159,900
Materials	3,258,630	-	-	3,258,630
Merchandising	6,882	-	-	6,882
Mining and Metals	300,167	-	-	300,167
Oil and Gas	9,929	-	-	9,929
Pharmaceuticals	35,580	-	-	35,580
Real Estate	526,012	-	-	526,012
Recreation	453,252	-	-	453,252
Retail	558,176	-	-	558,176
Shopping Centers	1,009,686	-	-	1,009,686
Semiconductors	6,069	-	-	6,069
Technology	199,212	-	-	199,212
Telecommunications	4,444,519	-	-	4,444,519
Transportation	1,182,586	-	-	1,182,586
Utilities	1,298,613	-	-	1,298,613
Total Common Stock	80,366,512	-	-	80,366,512

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

2013 (Continued)				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Index Funds	117,733,589	-	-	117,733,589
Value Funds	10,411,494	-	-	10,411,494
Growth Funds	26,013,536	-	-	26,013,536
International	11,374	-	-	11,374
Fixed Income	46,826,150	-	-	46,826,150
Blended Funds	18,982,927	-	-	18,982,927
Total Mutual Funds	219,979,070	-	-	219,979,070
Common Collective Trusts:				
Blend Funds	-	72,154,976	-	72,154,976
Fixed Income Funds	-	137,799,992	-	137,799,992
Target Date Funds	-	89,020,266	-	89,020,266
Total Common Collective Trusts	-	298,975,234	-	298,975,234
Total Investments at Fair Value	\$ 300,345,582	\$ 301,988,556	\$ -	\$ 602,334,138

2012				
	Level 1	Level 2	Level 3	Total
Assets:				
Interest Bearing Cash	\$ -	\$ 2,162,046	\$ -	\$ 2,162,046
Insurance Wrapper Contract	-	39,196	-	39,196
Corporate Debt:				
Ca	-	11,126	-	11,126
WR	-	56,888	-	56,888
Total Corporate Debt	-	68,014	-	68,014
Common Stock:				
Apartments	369,733	-	-	369,733
Aerospace	2,232,214	-	-	2,232,214
Banking	2,764,794	-	-	2,764,794
Broadcasting/Publishing	386,604	-	-	386,604
Chemicals	2,373,005	-	-	2,373,005
Commercial, Professional, and Residential				
Services	2,530,021	-	-	2,530,021
Commodities	66,255	-	-	66,255
Construction	2,587,737	-	-	2,587,737
Consumer Goods	14,418,363	-	-	14,418,363
Data Processing and Services	2,867,118	-	-	2,867,118
Electrical, Electronics, Electronic Components	5,586,471	-	-	5,586,471
Emerging Markets	29,854	-	-	29,854
Energy	4,283,183	-	-	4,283,183
Finance	5,927,832	-	-	5,927,832
Forest Products	3,984	-	-	3,984
Health Care	1,070,387	-	-	1,070,387
Industrial Components	538,437	-	-	538,437
Insurance	1,509,489	-	-	1,509,489
Leisure/Tourism	235,390	-	-	235,390

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

	2012			
	Level 1	Level 2	Level 3	Total
Lodging	63,359	-	-	63,359
Machinery	1,446,938	-	-	1,446,938
Materials	4,497,956	-	-	4,497,956
Merchandising	1,875,176	-	-	1,875,176
Mining and Metals	477,089	-	-	477,089
Oil and Gas	10,660	-	-	10,660
Pharmaceuticals	54,271	-	-	54,271
Real Estate	539,015	-	-	539,015
Retail	1,418,352	-	-	1,418,352
Semiconductors	6,700	-	-	6,700
Technology	1,979,221	-	-	1,979,221
Telecommunications	3,908,705	-	-	3,908,705
Transportation	767,923	-	-	767,923
Utilities	1,300,528	-	-	1,300,528
Total Common Stock	68,126,764	-	-	68,126,764
Mutual Funds:				
Blended Funds	12,810,717	-	-	12,810,717
Fixed Funds	45,521,379	-	-	45,521,379
Growth Funds	22,838,415	-	-	22,838,415
Index Funds	93,724,202	-	-	93,724,202
Value Funds	7,034,960	-	-	7,034,960
Total Mutual Funds	181,929,673	-	-	181,929,673
Common Collective Trusts:				
Blend Funds	-	54,917,657	-	54,917,657
Fixed Income Funds	-	158,620,581	-	158,620,581
Target Date Funds	-	73,152,415	-	73,152,415
Total Common Collective Trusts	-	286,690,653	-	286,690,653
Total Investments at Fair Value	\$ 250,056,437	\$ 288,959,909	\$ -	\$ 539,016,346

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2012
	Corporate Debt
Balance, Beginning of Year	\$ 276,102
Sales	(276,102)
Balance, End of Year	\$ -

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

Investment Type	2013			
	Fair Value	Commitments	Frequency	Notice Period
Blend Collective Funds	\$ 72,154,976	\$ -	Daily	Daily
Fixed Income Collective Funds	137,799,992	-	Daily	Daily
Target Date Collective Funds	89,020,266	-	Daily	Daily

Investment Type	2012			
	Fair Value	Commitments	Frequency	Notice Period
Blend Collective Funds	\$ 54,917,657	\$ -	Daily	Daily
Fixed Income Collective Funds	158,620,581	-	Daily	Daily
Target Date Collective Funds	73,152,415	-	Daily	Daily

The primary objective of the Fixed Income Collective Funds is to protect the principal balance and to generate stable, positive book value returns that exceed those of alternative principal protection vehicles, such as money market funds, during normal market conditions.

The primary objective of the Blend Collective Funds is to match the return of certain indexes to provide for long-term growth and income.

The primary objective of the Target Date Collective Funds is to achieve long-term total returns that reflect a spectrum of risk and return targets. The targets for the Target Date Asset Allocation Fund strategy are expressed through a series of commingled funds based on targeted retirement dates. The funds are invested to a more conservative asset allocation as the fund approaches the name retirement date.

NOTE 5 PLAN TAX STATUS

The Company has received a favorable determination letter dated May 30, 2014 from the Internal Revenue Service (IRS) indicating that the Plan is qualified under Section 401(a) of the IRC and that the related trust is exempt from federal income taxation under Code Section 501(a). The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

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

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions. These amounts will be distributed to the participant in accordance with the benefit distribution rules.

NOTE 7 PARTY-IN-INTEREST TRANSACTIONS

Transactions resulting in Plan assets being transferred to or used by a related party are prohibited by ERISA unless a specific exemption applies. JPMorgan Chase Bank, N.A. and Wells Fargo Bank, N.A. (Banks) are each a party-in-interest as defined by ERISA as a result of investing Plan assets in the Banks' funds and payment fees. However, such transactions are exempt under Section 408(b)(8) and are not prohibited by ERISA. Total fees paid to JP Morgan for trustee and recordkeeping fees were \$711,226 and \$715,676 for the years ended December 31, 2013 and 2012, respectively. Total fees paid to Galliard Capital Management, Inc., a subsidiary of Wells Fargo Bank, N.A., to manage the Plan's stable value portfolio were \$255,355 and \$225,404 for the years ended December 31, 2013 and 2012, respectively. Total fees paid to Towers Watson for fiduciary services were \$291,683 and \$265,176 for the years ended December 31, 2013 and 2012, respectively. Plan management has evaluated and concluded that these transactions are considered arms-length transactions.

NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balance and the amounts reported in the statements of net assets available for benefits.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The Plan is required to submit an annual Form 5500 to the Department of Labor. The following is a reconciliation of net assets available for benefits per the Plan's financial statements to Form 5500 as of December 31:

	<u>2013</u>	<u>2012</u>
Net Assets Available for Benefits Per the Financial Statements	\$ 618,868,800	\$ 551,208,498
Allocated Life Insurance Policies	993,977	1,016,432
Defaulted Loans	(147,839)	(173,750)
Amounts Allocated to Withdrawing Participants	(53,633)	(72,444)
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	<u>(839,195)</u>	<u>1,964,053</u>
Net Assets Available for Benefits Per the Form 5500	<u><u>\$ 618,822,110</u></u>	<u><u>\$ 553,942,789</u></u>

The following is a reconciliation of distributions to participants per the financial statements to Form 5500 for the year ended December 31:

	<u>2013</u>
Distributions to Participants Per the Financial Statements	\$ 52,821,542
Add: Loans in Default at End of Year	147,839
Less: Loans in Default at Beginning of Year	(173,750)
Add: Amounts Allocated to Withdrawing Participants at End of Year	53,633
Less: Amounts Allocated to Withdrawing Participants at Beginning of Year	<u>(72,444)</u>
Benefits Paid to Participants Per Form 5500	<u><u>\$ 52,776,820</u></u>

The following is a reconciliation of investment income per the financial statements to Form 5500 for the year ended December 31, 2013:

	<u>2013</u>
Investment Income per the Financial Statements	\$ 87,314,581
Less: Change in Life Insurance Policies Value	(22,456)
Add: Participant Loan Interest	609,327
Less: Current Year Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Contracts	(839,195)
Less: Prior Year Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Contracts	<u>(1,964,053)</u>
Investment Income per Form 5500	<u><u>\$ 85,098,204</u></u>

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 10 DERIVATIVES

The Plan uses derivative financial instruments to closely track the performance of the S&P 500 Index in the managed equity portfolio and to manage interest rates in the managed stable value portfolio.

The Plan manages market risk by limiting the use of derivatives to hedging activities or by limiting potential exposure to amounts that are considered to be material to the statement of net assets available for benefits. The Plan does not enter into individually structured deals, limiting derivative investments to exchange-traded securities. These instruments involve market risk, credit risk, or both kinds of risk, in excess of the amount recognized in the statement of net assets available for benefits.

The profits and losses of the S&P 500 futures and U.S. Treasury futures contracts depend on the daily movements of the market for those contracts and are calculated on a daily basis. Changes in fair value are accounted for as net appreciation in fair value of investments. There was no collateral maintained for futures contracts as of December 31, 2013 and 2012,

Mortgage dollar rolls are contracts for delayed delivery of securities in which the seller agrees to make delivery at a specified future date of a specified instrument, at a specified price or yield. The holder is exposed to credit risk for nonperformance and to market risk for changes in interest rates. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the statement of net assets available for plan benefits. The Plan attempts to mitigate this credit risk by utilizing the same policies in making commitments and conditional obligations as it does for on-balance-sheet instruments, and through structured trading with reputable parties and continual monitoring procedures. Accordingly, the Plan does not anticipate losses for nonperformance. The Plan does not require collateral or other security to support mortgage dollar rolls.

Due to the level of risk associated with certain investment securities and derivatives, it is at least reasonably possible that changes in the values of investment securities and derivatives will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Derivative instruments were not held by the Plan as of December 31, 2013 and 2012 and there was no derivatives activity during 2013.

**THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

NOTE 10 DERIVATIVES (CONTINUED)

The effect of derivative instruments on the statement of net assets available for benefits is as follows for the years ended December 31:

The Effect of Derivative Instruments on the
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Derivatives Not Designated As Hedging Instruments under Subtopic 815-20	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	Volume
Equity Futures	Net Appreciation in Fair Value of Investments	\$ 2,020,382	273 **
Other - Mortgage Dollar Rolls	Net Appreciation in Fair Value of Investments	5,384	\$ 3,155,000 ***
		<u>\$ 2,025,766</u>	

**Volume is the number of contracts traded during the year

***Volume is the absolute value of the face value of securities purchased and sold during the year

THE SCHWAN FOOD COMPANY
RETIREMENT SAVINGS PLAN
E.I.N. 81-0572771 PLAN NO. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
*	JPMORGAN PRIME MONEY MARKET	Interest Bearing Cash	**	\$ 2,128,311
	3M CO USD0.01	Corporate Stocks - Common	**	98,175
	ABBOTT LABORATORIES NPV	Corporate Stocks - Common	**	528,187
	ABBVIE INC USD0.01	Corporate Stocks - Common	**	565,067
	ACCENTURE PLC CLS'A'USD0.0000225	Corporate Stocks - Common	**	106,886
	ACE LTD COMMON STOCK USD 26.59	Corporate Stocks - Common	**	31,059
	ACTAVIS PLC COMMON STOCK USD 0.0033	Corporate Stocks - Common	**	67,200
	ACUITY BRANDS INC USD0.01	Corporate Stocks - Common	**	212,737
	ACXIOM CORP USD0.10	Corporate Stocks - Common	**	125,029
	ADOBE SYSTEMS INC USD0.0001	Corporate Stocks - Common	**	23,952
	AECOM TECHNOLOGY CORP USD0.01	Corporate Stocks - Common	**	26,487
	AETNA INC NEW USD0.001	Corporate Stocks - Common	**	692,485
	AFFILIATED MANAGERS GROUP INC USD0.01	Corporate Stocks - Common	**	43,376
	AFLAC INC USD0.10	Corporate Stocks - Common	**	40,080
	AGCO CORP USD0.01	Corporate Stocks - Common	**	319,626
	AGILENT TECHNOLOGIES INC USD0.01	Corporate Stocks - Common	**	592,202
	AGL RESOURCES USD5	Corporate Stocks - Common	**	9,446
	AIR PRODUCTS & CHEMICALS INC COM STK USD1	Corporate Stocks - Common	**	11,178
	AIRGAS INC USD0.01	Corporate Stocks - Common	**	22,370
	ALASKA AIR GROUP INC USD1	Corporate Stocks - Common	**	14,674
	ALERE INC	Corporate Stocks - Common	**	21,720
	ALLEGION PLC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	117,251
	ALLIANCE DATA SYSTEM USD0.01	Corporate Stocks - Common	**	78,879
	ALLIANT ENERGY CORP USD5	Corporate Stocks - Common	**	15,480
	ALLIANT TECHSYSTEMS INC USD0.01	Corporate Stocks - Common	**	36,504
	ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG	Corporate Stocks - Common	**	33,843
	ALLSTATE CORP USD0.01	Corporate Stocks - Common	**	98,172
	ALNYLAM PHARMACEUTICALS INC USD0.01	Corporate Stocks - Common	**	160,761
	ALTRIA GROUP INC USD0.333	Corporate Stocks - Common	**	80,619
	AMC NETWORKS INC USD0.01	Corporate Stocks - Common	**	34,055
	AMDOCS LTD COMMON STOCK USD 0.01	Corporate Stocks - Common	**	8,248
	AMERICAN AXLE & MANUFACTURING HLDGS USD0.01	Corporate Stocks - Common	**	119,919
	AMERICAN ELECTRIC POWER CO INC USD6.50	Corporate Stocks - Common	**	51,414
	AMERICAN EXPRESS CO COM USD0.20	Corporate Stocks - Common	**	81,657
	AMERICAN FINANCIAL GROUP INC OHIO USD1	Corporate Stocks - Common	**	248,369
	AMERICAN INTERNATIONAL GROUP INC USD2.50	Corporate Stocks - Common	**	510,500
	AMERICAN WATER WORKS CO INC NPV	Corporate Stocks - Common	**	63,390
	AMERIPRISE FINANCIAL INC USD0.01	Corporate Stocks - Common	**	544,187
	AMERISOURCEBERGEN CORP NPV	Corporate Stocks - Common	**	105,465
	AMETEK INC USD0.01	Corporate Stocks - Common	**	6,584
	AMGEN INC USD0.0001	Corporate Stocks - Common	**	68,496
	AMPHENOL CORP USD0.001 A	Corporate Stocks - Common	**	8,918
	AMTRUST FINANCIAL SERVICE USD0.01	Corporate Stocks - Common	**	97,449

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	ANALOG DEVICES INC COMMON STOCK USD 0.167	Corporate Stocks - Common	**	5,093
	ANN INC USD0.0068	Corporate Stocks - Common	**	125,401
	AON PLC USD0.01 A	Corporate Stocks - Common	**	33,556
	APPLE INC NPV	Corporate Stocks - Common	**	1,369,670
	APPLIED MATERIALS INC USD0.01	Corporate Stocks - Common	**	38,918
	APPLIED MICROCIRCUITS CORP USD0.01	Corporate Stocks - Common	**	167,531
	AQUA AMERICA INC COM USD0.50	Corporate Stocks - Common	**	35,975
	ARCH CAPITAL GROUP LTD COM STK USD0.01	Corporate Stocks - Common	**	313,014
	ARCHER DANIELS MIDLAND CO NPV	Corporate Stocks - Common	**	4,340
	ARES CAPITAL CORP USD0.001	Corporate Stocks - Common	**	7,108
	ARRIS GROUP INC USD0.01	Corporate Stocks - Common	**	202,035
	ARROW ELECTRONICS INC USD1	Corporate Stocks - Common	**	156,023
	ASBURY AUTOMOTIVE GROUP INC USD0.01	Corporate Stocks - Common	**	80,610
	ASPEN INSURANCE HLDGS USD0.15144558	Corporate Stocks - Common	**	20,655
	ASSOCIATED BANC-CORP USD0.10	Corporate Stocks - Common	**	6,960
	ASSURANT INC USD0.01	Corporate Stocks - Common	**	39,822
	ASSURED GUARANTY LTD USD0.01	Corporate Stocks - Common	**	121,441
	AT&T INC USD1	Corporate Stocks - Common	**	96,690
	ATMEL CORP USD0.001	Corporate Stocks - Common	**	123,714
	ATMOS ENERGY CORP NPV	Corporate Stocks - Common	**	13,626
	AUTOMATIC DATA PROCESSING INC USD0.10	Corporate Stocks - Common	**	153,539
	AVERY DENNISON CORP USD1	Corporate Stocks - Common	**	5,019
	AVIS BUDGET GROUP INC USD0.01	Corporate Stocks - Common	**	12,126
	AXIS CAPITAL HLDGS USD0.0125	Corporate Stocks - Common	**	47,570
	B/E AEROSPACE INC	Corporate Stocks - Common	**	208,698
	BABCOCK & WILCOX CO USD0.01	Corporate Stocks - Common	**	6,838
	BALL CORP NPV	Corporate Stocks - Common	**	10,332
	BALLY TECHNOLOGIES INC COM STK USD0.1	Corporate Stocks - Common	**	7,845
	BANCORPSOUTH INC COM USD2.50	Corporate Stocks - Common	**	162,612
	BANK OF AMERICA CORP USD0.01	Corporate Stocks - Common	**	102,762
	BANK OF NEW YORK MELLON CORP/THE COMMON STOCK USD	Corporate Stocks - Common	**	13,976
	BANKRATE INC DEL USD0.01	Corporate Stocks - Common	**	142,623
	BANKUNITED INC USD0.01	Corporate Stocks - Common	**	16,460
	BAXTER INTERNATIONAL INC USD1	Corporate Stocks - Common	**	34,775
	BB&T CORP COM STK USD5	Corporate Stocks - Common	**	22,392
	BECTON DICKINSON & CO USD1	Corporate Stocks - Common	**	44,196
	BED BATH AND BEYOND USD0.01	Corporate Stocks - Common	**	8,030
	BEMIS CO INC USD0.10	Corporate Stocks - Common	**	36,864
	BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	Corporate Stocks - Common	**	118,560
	BEST BUY CO INC USD0.10	Corporate Stocks - Common	**	63,808
	BIOGEN IDEC INC USD0.0005	Corporate Stocks - Common	**	83,925
	BIOMARIN PHARMACEUTICAL USD0.001	Corporate Stocks - Common	**	14,054
	BLACKROCK INC NPV A	Corporate Stocks - Common	**	599,711
	BLOCK(H & R) INC NPV	Corporate Stocks - Common	**	75,504
	BOEING CO/THE COMMON STOCK USD 5	Corporate Stocks - Common	**	997,059
	BORG-WARNER INC USD0.01	Corporate Stocks - Common	**	11,182
	BOSTON SCIENTIFIC CORP USD0.01	Corporate Stocks - Common	**	91,352
	BOULDER BRANDS INC USD0.01	Corporate Stocks - Common	**	85,010
	BRISTOL-MYERS SQUIBB CO USD0.10	Corporate Stocks - Common	**	79,725

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	BROWN SHOE CO INC COM STK USD0.01	Corporate Stocks - Common	**	85,827
	BROWN-FORMAN CORP USD0.15 B	Corporate Stocks - Common	**	90,684
	BRUNSWICK CORP USD0.75	Corporate Stocks - Common	**	160,473
	BUFFALO WILD WINGS INC NPV	Corporate Stocks - Common	**	278,502
	BURGER KING WORLDWIDE INC USD0.01	Corporate Stocks - Common	**	20,574
	BURLINGTON STORES INC COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	78,400
	CA INC USD0.10	Corporate Stocks - Common	**	10,095
	CABOT OIL & GAS CORP COMMON STOCK USD 0.1	Corporate Stocks - Common	**	89,148
	CALPINE CORP USD0.001	Corporate Stocks - Common	**	11,706
	CAMPBELL SOUP CO CAP STK USD0.0375	Corporate Stocks - Common	**	60,592
	CAPITAL ONE FINANCIAL CORP USD0.01	Corporate Stocks - Common	**	457,285
	CAPITALSOURCE INC USD0.01	Corporate Stocks - Common	**	24,429
	CARDINAL HEALTH INC NPV	Corporate Stocks - Common	**	13,362
	CAREFUSION CORP USD0.01	Corporate Stocks - Common	**	47,784
	CARTERS INC USD0.01	Corporate Stocks - Common	**	28,716
	CAVIUM INC USD0.001	Corporate Stocks - Common	**	153,570
	CBOE HLDGS INC USD0.01	Corporate Stocks - Common	**	36,372
	CBS CORP CLASS'B' COM STK USD0.001	Corporate Stocks - Common	**	82,862
	CDW CORP USD0.01	Corporate Stocks - Common	**	143,781
	CELGENE CORP USD0.01	Corporate Stocks - Common	**	101,376
	CELLEX THERAPEUTICS INC USD0.001	Corporate Stocks - Common	**	99,987
	CENTURYLINK INC	Corporate Stocks - Common	**	457,175
	CHANNELADVISOR CORP USD0.001	Corporate Stocks - Common	**	115,120
	CHARLES RIVER LABORATORIES USD0.01	Corporate Stocks - Common	**	116,529
	CHARTER COMMUNICATIONS INC USD0.001	Corporate Stocks - Common	**	27,352
	CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS1	Corporate Stocks - Common	**	305,825
	CHEMTURA CORP USD0.01	Corporate Stocks - Common	**	167,883
	CHENIERE ENERGY INC USD0.003	Corporate Stocks - Common	**	43,120
	CHEVRON CORP USD0.75	Corporate Stocks - Common	**	162,383
	CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	Corporate Stocks - Common	**	49,884
	CHUBB CORP USD1	Corporate Stocks - Common	**	48,315
	CHURCH & DWIGHT COM STK USD1	Corporate Stocks - Common	**	46,396
	CHUYS HLDGS INC USD0.01	Corporate Stocks - Common	**	45,385
	CIENA CORP USD0.01	Corporate Stocks - Common	**	80,692
	CIGNA CORP USD0.25	Corporate Stocks - Common	**	61,236
	CINCINNATI FINANCIAL CORP USD2	Corporate Stocks - Common	**	78,555
	CINEMARK HOLDINGS INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	3,333
	CINTAS CORP COM NPV	Corporate Stocks - Common	**	5,959
	CISCO SYSTEMS INC USD0.001	Corporate Stocks - Common	**	2,245
	CIT GROUP INC USD0.01	Corporate Stocks - Common	**	504,618
	CITIGROUP INC USD0.01	Corporate Stocks - Common	**	595,826
	CITY NATIONAL CORP USD1	Corporate Stocks - Common	**	7,922
	CLOROX CO USD1	Corporate Stocks - Common	**	37,104
	CME GROUP INC USD0.01 A	Corporate Stocks - Common	**	521,367
	CMS ENERGY CORP USD0.01	Corporate Stocks - Common	**	66,925
	CNO FINANCIAL GROUP INC USD0.01	Corporate Stocks - Common	**	150,312
	COCA-COLA CO USD0.25	Corporate Stocks - Common	**	49,572
	COCA-COLA ENTERPRISES INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	75,021
	COGNEX CORP USD0.002	Corporate Stocks - Common	**	138,212
	COLFAX CORP USD0.01	Corporate Stocks - Common	**	44,583
	COLGATE-PALMOLIVE CO USD1	Corporate Stocks - Common	**	32,605

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	COMCAST CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	152,257
	COMCAST CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	458,397
	COMMERCE BANCSHARES INC USD5	Corporate Stocks - Common	**	18,862
	COMMUNITY HEALTH SYSTEMS INC(NEW) NPV	Corporate Stocks - Common	**	31,416
	COMMVault SYSTEMS INC USD0.01	Corporate Stocks - Common	**	143,770
	COMPASS MINERALS INTERNATIONAL INC USD0.01	Corporate Stocks - Common	**	8,005
	COMPUTER SCIENCES CORP USD1	Corporate Stocks - Common	**	33,528
	COMSCORE INC COM NPV	Corporate Stocks - Common	**	107,860
	CON-WAY INC USD0.625	Corporate Stocks - Common	**	3,971
	CONAGRA FOODS INC USD5	Corporate Stocks - Common	**	37,070
	CONOCOPHILLIPS USD0.01	Corporate Stocks - Common	**	75,384
	CONSTELLATION BRANDS INC USD0.01 A	Corporate Stocks - Common	**	49,266
	COOPER COS INC USD0.10	Corporate Stocks - Common	**	24,768
	COPA HOLDINGS SA NPV CLASS 'A'	Corporate Stocks - Common	**	48,033
	CORNERSTONE ONDEMAND INC USD0.0001	Corporate Stocks - Common	**	155,753
	CORRECTIONS CORPORATIONS OF AMERICA COM USD0.01	Corporate Stocks - Common	**	26,009
	COSTAR GROUP INC USD0.01	Corporate Stocks - Common	**	342,765
	COSTCO WHOLESALE CORP USD0.005	Corporate Stocks - Common	**	71,406
	COVANCE INC USD0.01	Corporate Stocks - Common	**	187,568
	COVANTA HOLDING CORP	Corporate Stocks - Common	**	15,975
	COVIDIEN PLC USD0.20	Corporate Stocks - Common	**	6,810
	CRANE CO USD1	Corporate Stocks - Common	**	26,900
	CREE INC USD0.005	Corporate Stocks - Common	**	43,799
	CROWN CASTLE INTERNATIONAL CORP REIT USD 0.01	Corporate Stocks - Common	**	44,058
	CULLEN FROST BANKERS USD5	Corporate Stocks - Common	**	14,886
	CURTISS-WRIGHT CORP USD1	Corporate Stocks - Common	**	77,165
	CVS CAREMARK CORP USD0.01	Corporate Stocks - Common	**	735,024
	DANA HOLDING CORP USD0.01	Corporate Stocks - Common	**	281,253
	DANAHER CORP USD0.01	Corporate Stocks - Common	**	30,880
	DAVITA HEALTHCARE PARTNERS INC USD0.001	Corporate Stocks - Common	**	526,288
	DECKERS OUTDOOR CORP USD0.01	Corporate Stocks - Common	**	389,361
	DELEK US HOLDINGS INC USD0.01	Corporate Stocks - Common	**	104,262
	DELPHI AUTOMOTIVE PLC ORD USD0.01	Corporate Stocks - Common	**	443,759
	DELTA AIR LINES INC USD0.01	Corporate Stocks - Common	**	65,928
	DELUXE CORP USD1	Corporate Stocks - Common	**	195,086
	DEMANDWARE INC USD0.01	Corporate Stocks - Common	**	262,892
	DEVON ENERGY CORP(NEW) USD0.10	Corporate Stocks - Common	**	375,242
	DIAMOND FOODS INC NPV	Corporate Stocks - Common	**	116,538
	DIAMONDBACK ENERGY INC USD0.01	Corporate Stocks - Common	**	270,855
	DISCOVER FINANCIAL SERVICES USD0.01	Corporate Stocks - Common	**	83,925
	DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01	Corporate Stocks - Common	**	126,588
	DISH NETWORK CORP CLASS'A'COM STK USD0.01	Corporate Stocks - Common	**	28,960
	DOLLAR TREE INC USD0.01	Corporate Stocks - Common	**	11,284
	DOMINION RESOURCES INC(VIRGINIA) NPV	Corporate Stocks - Common	**	38,814
	DOMINOS PIZZA INC USD0.01	Corporate Stocks - Common	**	34,825
	DONNELLEY(R.R.)& SONS CO USD1.25	Corporate Stocks - Common	**	22,308
	DOVER CORP USD1	Corporate Stocks - Common	**	48,270
	DR HORTON INC USD0.01	Corporate Stocks - Common	**	167,913
	DR PEPPER SNAPPLE GROUP INC USD0.01	Corporate Stocks - Common	**	4,872
	DREAMWORKS ANIMATION SKG INC USD0.01 A	Corporate Stocks - Common	**	14,200
	DRIL QUIP INC USD0.01	Corporate Stocks - Common	**	10,993
	DST SYSTEMS INC DELAWARE USD0.01	Corporate Stocks - Common	**	18,148

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	DSW INC NPV A	Corporate Stocks - Common	**	180,748
	DTE ENERGY CO NPV	Corporate Stocks - Common	**	86,307
	DU PONT(E.I.)DE NEMOURS & CO USD0.30	Corporate Stocks - Common	**	489,549
	DUKE ENERGY CORP COMMON STOCK USD 0.001	Corporate Stocks - Common	**	47,410
	DUN & BRADSTREET CORP(DELAWARE) COM STK USD0.01	Corporate Stocks - Common	**	24,550
	DUNKIN BRANDS GROUP INC USD0.001	Corporate Stocks - Common	**	38,560
	DYCOM INDUSTRIES USD0.333	Corporate Stocks - Common	**	111,271
	E TRADE FINANCIAL CORP USD0.01	Corporate Stocks - Common	**	340,950
	EAGLE MATERIALS INC USD0.01	Corporate Stocks - Common	**	196,208
	EAST WEST BANCORP INC USD0.01	Corporate Stocks - Common	**	13,988
	EATON CORP PLC NPV	Corporate Stocks - Common	**	30,448
	EATON VANCE CORP COM NON VTG USD0.00390625	Corporate Stocks - Common	**	21,395
	EBAY INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	10,978
	ECOLAB INC USD1	Corporate Stocks - Common	**	491,633
	EDISON INTERNATIONAL NPV	Corporate Stocks - Common	**	41,670
	ELECTRONIC ARTS USD0.01	Corporate Stocks - Common	**	255,781
	ELECTRONICS FOR IMAGING INC USD0.01	Corporate Stocks - Common	**	115,415
	EMCOR GROUP USD0.01	Corporate Stocks - Common	**	168,275
	EMERSON ELECTRIC CO USD0.50	Corporate Stocks - Common	**	7,018
	ENDO HEALTH SOLUTIONS INC	Corporate Stocks - Common	**	338,312
	ENDURANCE SPECIALTY HLDGS LTD USD1	Corporate Stocks - Common	**	17,601
	ENERGEN CORP USD0.01	Corporate Stocks - Common	**	7,075
	ENERGIZER HLDGS INC USD0.01	Corporate Stocks - Common	**	21,648
	ENERSYS COM USD0.01	Corporate Stocks - Common	**	152,796
	EQT CORP NPV	Corporate Stocks - Common	**	26,934
	EQUIFAX INC USD1.25	Corporate Stocks - Common	**	69,090
	ESTERLINE TECHNOLOGIES CORP USD0.20	Corporate Stocks - Common	**	244,500
	EURONET WORLDWIDE INC USD0.02	Corporate Stocks - Common	**	182,787
	EVEREST RE GROUP USD0.01	Corporate Stocks - Common	**	62,348
	EXELIS INC USD0.01	Corporate Stocks - Common	**	30,496
	EXELON CORP NPV	Corporate Stocks - Common	**	8,217
	EXPRESS INC USD0.01	Corporate Stocks - Common	**	62,227
	EXPRESS SCRIPTS HLDG CO USD0.01	Corporate Stocks - Common	**	7,024
	EXXON MOBIL CORP COMMON STOCK USD 0	Corporate Stocks - Common	**	1,027,382
	FACTSET RESEARCH SYSTEMS INC USD0.01	Corporate Stocks - Common	**	10,858
	FAIRCHILD SEMICONDUCTOR INTL INC	Corporate Stocks - Common	**	125,130
	FEI CO NPV	Corporate Stocks - Common	**	62,552
	FIDELITY NATIONAL FINANCIAL INC USD0.0001 A	Corporate Stocks - Common	**	145,701
	FIDELITY NATIONAL INFO SERVICES INC USD0.01	Corporate Stocks - Common	**	405,016
	FIESTA RESTAURANT GROUP INC USD0.01	Corporate Stocks - Common	**	67,912
	FIFTH THIRD BANCORP NPV	Corporate Stocks - Common	**	27,339
	FINISH LINE INC CLASS'A'COM STK USD0.01	Corporate Stocks - Common	**	43,100
	FIRST BANCORP PUERTO RICO USD1	Corporate Stocks - Common	**	144,444
	FIRST HORIZON NATIONAL CORP COM STK USD0.625	Corporate Stocks - Common	**	155,096
	FIRST NIAGARA FINANCIAL GROUP INC COM	Corporate Stocks - Common	**	218,602
	FISERV INC USD0.01	Corporate Stocks - Common	**	82,670
	FIVE BELOW INC USD0.01	Corporate Stocks - Common	**	160,272
	FLEETCOR TECHNOLOGIES INC USD0.001	Corporate Stocks - Common	**	70,302
	FLIR SYSTEMS INC USD0.01	Corporate Stocks - Common	**	6,020

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	FLOWERS FOODS INC USD0.01	Corporate Stocks - Common	**	26,838
	FLOWERVE CORP USD1.25	Corporate Stocks - Common	**	63,064
	FMC CORP USD0.10	Corporate Stocks - Common	**	7,546
	FORD MOTOR CO USD0.01	Corporate Stocks - Common	**	30,860
	FORTUNE BRANDS HOME & SECURITY INC USD0.01 WI	Corporate Stocks - Common	**	4,570
	FORUM ENERGY TECHNOLOGIES INC USD0.01	Corporate Stocks - Common	**	135,450
	FOSTER WHEELER AG CHF3	Corporate Stocks - Common	**	150,571
	FULLER(H.B.)CO USD1	Corporate Stocks - Common	**	125,989
	G-III APPAREL GROUP USD0.01	Corporate Stocks - Common	**	211,777
	GALLAGHER(ARTHUR J.)& CO COM USD1	Corporate Stocks - Common	**	28,158
	GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001	Corporate Stocks - Common	**	49,260
	GANNETT CO INC USD1	Corporate Stocks - Common	**	230,694
	GAP INC USD0.05	Corporate Stocks - Common	**	27,356
	GARTNER INC USD0.0005	Corporate Stocks - Common	**	21,315
	GENERAL ELECTRIC CO. USD0.06	Corporate Stocks - Common	**	128,938
	GENERAL MILLS INC USD0.1	Corporate Stocks - Common	**	64,883
	GENERAL MOTORS CO USD0.01	Corporate Stocks - Common	**	8,174
	GENESEE & WYOMING INC USD0.01 A	Corporate Stocks - Common	**	107,768
	GENTEX CORP USD0.06	Corporate Stocks - Common	**	239,837
	GENUINE PARTS CO USD1	Corporate Stocks - Common	**	551,966
	GENWORTH FINANCIAL INC USD0.001	Corporate Stocks - Common	**	246,834
	GEOSPACE TECHNOLOGIES CORP USD0.01	Corporate Stocks - Common	**	121,193
	GILEAD SCIENCES INC USD0.001	Corporate Stocks - Common	**	82,665
	GLOBAL PAYMENTS INC USD0.001	Corporate Stocks - Common	**	296,354
	GNC HLDGS INC USD0.001	Corporate Stocks - Common	**	29,225
	GOLDMAN SACHS GROUP INC USD0.01	Corporate Stocks - Common	**	53,178
	GOODYEAR TIRE & RUBBER CO NPV	Corporate Stocks - Common	**	9,540
	GOOGLE INC USD0.001 A	Corporate Stocks - Common	**	112,071
	GRACE(W.R.)& CO USD0.01	Corporate Stocks - Common	**	39,548
	GREEN MOUNTAIN COFFEE ROASTERS INC USD0.10	Corporate Stocks - Common	**	52,906
	GROUPON INC USD0.0001	Corporate Stocks - Common	**	36,487
	GULFPORT ENERGY CORP USD0.01	Corporate Stocks - Common	**	188,376
	HAIN CELESTIAL GROUP INC USD0.01	Corporate Stocks - Common	**	396,618
	HANESBRANDS INC USD0	Corporate Stocks - Common	**	56,216
	HANOVER INSURANCE GROUP INC USD0.01	Corporate Stocks - Common	**	23,884
	HARMAN INTERNATIONAL INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	420,054
	HARRIS CORP USD1	Corporate Stocks - Common	**	27,924
	HARTFORD FINANCIAL SERVICES GROUP INC/THE COMMON	Corporate Stocks - Common	**	54,345
	HASBRO INC USD0.50	Corporate Stocks - Common	**	5,501
	HCA HLDGS INC USD0.01	Corporate Stocks - Common	**	19,084
	HCC INSURANCE HLDG USD1	Corporate Stocks - Common	**	41,526
	HEALTH MANAGEMENT ASSOCIATES INC COMMON STOCK EUR	Corporate Stocks - Common	**	28,820
	HEALTH NET INC USD0.001	Corporate Stocks - Common	**	112,064
	HEALTHSOUTH CORP USD0.01	Corporate Stocks - Common	**	73,870
	HEICO CORP USD0.01	Corporate Stocks - Common	**	76,784
	HELIX ENERGY SOLUTIONS GROUP INC NPV	Corporate Stocks - Common	**	119,192
	HENRY JACK & ASSOCIATES INC COM STK USD0.01	Corporate Stocks - Common	**	41,447
	HENRY SCHEIN INC NPV	Corporate Stocks - Common	**	57,130
	HERSHEY CO USD1	Corporate Stocks - Common	**	77,784
	HERTZ GLOBAL HOLDINGS INC USD0.01	Corporate Stocks - Common	**	184,141

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	HEWLETT-PACKARD CO USD0.01	Corporate Stocks - Common	**	33,576
	HEXCEL CORP USD0.01	Corporate Stocks - Common	**	155,208
	HILLSHIRE BRANDS CO/THE COMMON STOCK USD 0.01	Corporate Stocks - Common	**	20,064
	HOLLYFRONTIER CORP USD0.01	Corporate Stocks - Common	**	49,094
	HOME DEPOT INC USD0.05	Corporate Stocks - Common	**	148,212
	HONEYWELL INTERNATIONAL INC USD1	Corporate Stocks - Common	**	27,411
	HORMEL FOODS CORP USD0.0586	Corporate Stocks - Common	**	49,687
	HOWARD HUGHES CORP USD0.01	Corporate Stocks - Common	**	36,030
	HUBBELL INC CLASS'B'USD0.01	Corporate Stocks - Common	**	32,670
	HUMANA INC USD0.166	Corporate Stocks - Common	**	20,644
	HUNTINGTON BANCSHARES INC NPV	Corporate Stocks - Common	**	473,834
	HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	Corporate Stocks - Common	**	36,004
	HURON CONSULTING GROUP INC USD0.01	Corporate Stocks - Common	**	180,884
	IAC/INTERACTIVE CORP COM STK USD0.001	Corporate Stocks - Common	**	6,869
	ICON PLC COMMON STOCK USD 0.06	Corporate Stocks - Common	**	217,244
	IDEX CORP USD0.01	Corporate Stocks - Common	**	7,385
	ILLINOIS TOOL WORKS INC NPV	Corporate Stocks - Common	**	16,816
	ILLUMINA INC USD0.01	Corporate Stocks - Common	**	55,310
	IMPERVA INC USD0.0001	Corporate Stocks - Common	**	108,774
	INFOBLOX INC USD0.0001	Corporate Stocks - Common	**	188,214
	INGERSOLL-RAND PLC USD1	Corporate Stocks - Common	**	478,016
	INGREDION INC USD0.01	Corporate Stocks - Common	**	498,047
	INTEGRATED DEVICE TECHNOLOGY INC USD0.001	Corporate Stocks - Common	**	168,380
	INTERACTIVE BROKERS GROUP INC USD1	Corporate Stocks - Common	**	250,921
	INTERCONTINENTALEXCHANGE GROUP INC	Corporate Stocks - Common	**	11,471
	INTERFACE INC USD0.1	Corporate Stocks - Common	**	92,671
	INTERNATIONAL BUSINESS MACHINES CORP COMMON STOCK	Corporate Stocks - Common	**	131,299
	INTERNATIONAL FLAVORS & FRAGRANCES USD0.125	Corporate Stocks - Common	**	25,794
	INTERNATIONAL GAME TECHNOLOGY USD0.00015625	Corporate Stocks - Common	**	574,401
	INTERNATIONAL PAPER CO USD1	Corporate Stocks - Common	**	19,612
	INTERPUBLIC GROUP COMPANIES INC USD0.10	Corporate Stocks - Common	**	26,550
	INTERSIL CORP USD0.01 A	Corporate Stocks - Common	**	120,997
	INVESCO LTD USD0.20	Corporate Stocks - Common	**	10,920
	INVESTMENT TECHNOLOGY GROUP INC COMMON STOCK USD	Corporate Stocks - Common	**	262,407
	IPG PHOTONICS CORP USD0.001	Corporate Stocks - Common	**	107,878
	ISIS PHARMACEUTICAL USD0.001	Corporate Stocks - Common	**	91,234
	ITC HLDGS CORP NPV	Corporate Stocks - Common	**	38,328
	ITT CORP USD1	Corporate Stocks - Common	**	30,394
	JACOBS ENGINEERING GROUP INC USD1	Corporate Stocks - Common	**	25,196
	JANUS CAPITAL GROUP INC COM STK USD0.01	Corporate Stocks - Common	**	130,367
	JARDEN CORP COM STK NPV	Corporate Stocks - Common	**	39,878
	JAZZ PHARMACEUTICALS PLC USD0.0001	Corporate Stocks - Common	**	12,656
	JOHNSON & JOHNSON COMMON STOCK USD 1	Corporate Stocks - Common	**	104,779
	JOHNSON CONTROLS INC USD1	Corporate Stocks - Common	**	10,260
*	JPMORGAN CHASE & CO COMMON STOCK USD 1	Corporate Stocks - Common	**	128,773
	KAISER ALUMINUM CORP USD0.01	Corporate Stocks - Common	**	138,584
	KANSAS CITY SOUTHERN USD0.01	Corporate Stocks - Common	**	61,915
	KAPSTONE PAPER & PACKAGING CORP NPV	Corporate Stocks - Common	**	101,386
	KAR AUCTION SERVICES INC USD0.01	Corporate Stocks - Common	**	17,730
	KELLOGG CO USD0.25	Corporate Stocks - Common	**	79,391
	KEYCORP USD1	Corporate Stocks - Common	**	166,341

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	KIMBERLY-CLARK CORP USD1.25	Corporate Stocks - Common	**	125,352
	KIRBY CORP USD0.10	Corporate Stocks - Common	**	9,925
	KODIAK OIL & GAS CORP COM NPV	Corporate Stocks - Common	**	160,561
	KOHL'S CORP USD0.01	Corporate Stocks - Common	**	490,604
	KRAFT FOODS GROUP INC NPV	Corporate Stocks - Common	**	46,263
	KRISPY KREME DOUGHNUTS INC NPV	Corporate Stocks - Common	**	117,090
	KROGER CO USD1	Corporate Stocks - Common	**	71,154
	L BRANDS INC COMMON STOCK USD 0.5	Corporate Stocks - Common	**	24,740
	L-3 COMMUNICATIONS HLDGS INC USD0.01	Corporate Stocks - Common	**	32,058
	LA-Z-BOY INC USD1	Corporate Stocks - Common	**	133,796
	LABORATORY CORP OF AMERICA HOLDINGS USD0.1	Corporate Stocks - Common	**	18,274
	LAM RESEARCH CORP USD0.001	Corporate Stocks - Common	**	104,544
	LAMAR ADVERTISING CO USD0.001 A	Corporate Stocks - Common	**	5,225
	LAREDO PETROLEUM INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	165,586
	LEAR CORP COM NEW WI	Corporate Stocks - Common	**	48,582
	LEGGETT & PLATT INC COM STK USD0.01	Corporate Stocks - Common	**	12,376
	LEIDOS HOLDINGS INC COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	13,947
	LENNOX INTERNATIONAL INC USD0.01	Corporate Stocks - Common	**	293,457
	LEUCADIA NATIONAL CORP USD1	Corporate Stocks - Common	**	8,502
	LEXMARK INTERNATIONAL INC USD0.01 A	Corporate Stocks - Common	**	14,208
	LIBERTY GLOBAL PLC USD0.01 A	Corporate Stocks - Common	**	161,873
	LIBERTY INTERACTIVE CORP	Corporate Stocks - Common	**	41,090
	LIBERTY MEDIA CORP (NEW) USD0.01 A	Corporate Stocks - Common	**	118,771
	LIBERTY VENTURES - SER A	Corporate Stocks - Common	**	36,777
	LIFE TECHNOLOGIES CORP COMMON STOCK EUR 0.01	Corporate Stocks - Common	**	60,640
	LILLY(ELI)& CO NPV	Corporate Stocks - Common	**	40,800
	LINCOLN ELECTRIC HLDGS INC NPV	Corporate Stocks - Common	**	7,134
	LINCOLN NATIONAL CORP USD1.25	Corporate Stocks - Common	**	30,972
	LINKEDIN CORP USD0.0001 A	Corporate Stocks - Common	**	43,366
	LIONS GATE ENTERTAINMENT CORP COM NPV	Corporate Stocks - Common	**	242,389
	LITTELFUSE INC USD0.01	Corporate Stocks - Common	**	135,957
	LKQ CORP USD0.01	Corporate Stocks - Common	**	49,350
	LOCKHEED MARTIN CORP USD1	Corporate Stocks - Common	**	29,732
	LOEWS CORP USD0.01	Corporate Stocks - Common	**	24,120
	LOWES COMPANIES INC USD0.50	Corporate Stocks - Common	**	109,010
	LPL FINANCIAL HLDGS INC USD0.001	Corporate Stocks - Common	**	9,406
	LYONDELLBASELL INDUSTRIES NV COMMON STOCK USD	Corporate Stocks - Common	**	120,420
	M & T BANK CORP USD5	Corporate Stocks - Common	**	23,284
	MACY'S INC COM STK USD0.01	Corporate Stocks - Common	**	5,340
	MADISON SQUARE GARDEN CO/THE	Corporate Stocks - Common	**	28,790
	MAGELLAN HEALTH SERVICES INC	Corporate Stocks - Common	**	78,961
	MALLINCKRODT PLC COMMON STOCK USD 0.2	Corporate Stocks - Common	**	1,307
	MANPOWERGROUP INC COM	Corporate Stocks - Common	**	8,586
	MARATHON OIL CORP USD1	Corporate Stocks - Common	**	7,060
	MARATHON PETROLEUM CORP USD0.01	Corporate Stocks - Common	**	151,355
	MARKEL CORP NPV	Corporate Stocks - Common	**	58,035
	MARSH & MCLENNAN COS INC COM USD1	Corporate Stocks - Common	**	514,550
	MARTIN MARIETTA MATERIALS INC USD0.01	Corporate Stocks - Common	**	182,990
	MARVELL TECH GROUP COM NPV	Corporate Stocks - Common	**	14,380
	MASCO CORP USD1	Corporate Stocks - Common	**	496,955
	MASTERCARD INC USD0.0001	Corporate Stocks - Common	**	83,546

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	MATTEL INC USD1	Corporate Stocks - Common	**	90,402
	MCCORMICK & CO INC COM NON.VTG NPV	Corporate Stocks - Common	**	89,596
	MCDONALD'S CORP USD0.01	Corporate Stocks - Common	**	386,665
	MCGRRAW-HILL FINANCIAL INC COM STK USD1	Corporate Stocks - Common	**	78,200
	MCKESSON CORP USD0.01	Corporate Stocks - Common	**	16,140
	MEDIDATA SOLUTION INC USD0.01	Corporate Stocks - Common	**	111,085
	MEDNAX INC COM STK USD0.01	Corporate Stocks - Common	**	10,676
	MEDTRONIC INC USD0.10	Corporate Stocks - Common	**	28,695
	MERCK & CO INC(NEW) COM STK USD0.50	Corporate Stocks - Common	**	53,453
	METHANEX CORP COM NPV	Corporate Stocks - Common	**	106,158
	METHODE ELECTRONICS INC COM CLASS'A'USD0.5	Corporate Stocks - Common	**	72,483
	METLIFE INC USD0.01	Corporate Stocks - Common	**	5,392
	MICRON TECHNOLOGY INC USD0.10	Corporate Stocks - Common	**	63,104
	MICROSOFT CORP COMMON STOCK USD 0.00000625	Corporate Stocks - Common	**	1,135,813
	MOBILE MINI USD0.01	Corporate Stocks - Common	**	143,306
	MOHAWK INDUSTRIES USD0.01	Corporate Stocks - Common	**	14,890
	MONDELEZ INTERNATIONAL INC COMMON STOCK USD 0	Corporate Stocks - Common	**	37,948
	MONSANTO CO USD0.01	Corporate Stocks - Common	**	46,620
	MOODYS CORP USD1	Corporate Stocks - Common	**	78,470
	MORGAN STANLEY USD0.01	Corporate Stocks - Common	**	43,904
	MOTOROLA SOLUTIONS INC USD0.01	Corporate Stocks - Common	**	35,640
	MWI VETERINARY SUPPLY INC USD0.01	Corporate Stocks - Common	**	90,413
	MYLAN INC USD0.50	Corporate Stocks - Common	**	43,400
	NASDAQ OMX GROUP INC USD0.01	Corporate Stocks - Common	**	31,840
	NATIONAL OILWELL VARCO INC USD0.01	Corporate Stocks - Common	**	615,960
	NATIONAL PENN BANCSHARES NPV	Corporate Stocks - Common	**	102,638
	NATURAL GROCERS BY VITA COTTAGE USD0.001	Corporate Stocks - Common	**	52,723
	NAVISTAR INTERNATIONAL CORP USD0.10	Corporate Stocks - Common	**	119,802
	NCR CORP USD0.01	Corporate Stocks - Common	**	13,624
	NETFLIX INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	36,817
	NETSUITE INC USD0.01	Corporate Stocks - Common	**	30,906
	NEWELL RUBBERMAID INC USD1	Corporate Stocks - Common	**	61,579
	NEWS CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	32,436
	NEXTERA ENERGY INC USD0.01	Corporate Stocks - Common	**	85,620
	NIELSEN HOLDINGS NV COMMON STOCK USD 0.07	Corporate Stocks - Common	**	13,767
	NIKE INC NPV B	Corporate Stocks - Common	**	23,592
	NISOURCE INC COM STK NPV	Corporate Stocks - Common	**	75,624
	NOBLE ENERGY INC USD0.01	Corporate Stocks - Common	**	13,622
	NORTHEAST UTILITIES USD5	Corporate Stocks - Common	**	21,195
	NORTHERN TRUST CORP USD1.666	Corporate Stocks - Common	**	30,945
	NORTHROP GRUMMAN CORP USD1	Corporate Stocks - Common	**	68,766
	NRG ENERGY INC USD0.01	Corporate Stocks - Common	**	217,812
	NU SKIN ENTERPRISES INC USD0.001 A	Corporate Stocks - Common	**	13,822
	O REILLY AUTOMOTIVE INC USD0.01	Corporate Stocks - Common	**	38,613
	OCCIDENTAL PETROLEUM CORP COM USD0.20	Corporate Stocks - Common	**	482,157
	OCEANEERING INTERNATIONAL INC USD0.25	Corporate Stocks - Common	**	15,776
	OFG BANCORP COMMON STOCK USD 1	Corporate Stocks - Common	**	162,302
	OGE ENERGY CORP USD0.01	Corporate Stocks - Common	**	13,560
	OLD DOMINION FREIGHT LINE INC USD0.10	Corporate Stocks - Common	**	176,185
	OLD REPUBLIC INTERNATIONAL CORP USD1	Corporate Stocks - Common	**	37,994
	OMNICARE INC USD1	Corporate Stocks - Common	**	232,326

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	OMNICOM GROUP INC USD0.15	Corporate Stocks - Common	**	89,244
	OPENTABLE INC NPV	Corporate Stocks - Common	**	138,104
	ORACLE CORP USD0.01	Corporate Stocks - Common	**	739,413
	OSHKOSH CORPORATION	Corporate Stocks - Common	**	105,546
	OWENS CORNING INC USD0.01	Corporate Stocks - Common	**	135,516
	OWENS-ILLINOIS INC USD0.01	Corporate Stocks - Common	**	7,156
	PACIRA PHARMACEUTICALS INC/DE COMMON STOCK USD	Corporate Stocks - Common	**	105,782
	PACKAGING CORP OF AMERICA USD0.01	Corporate Stocks - Common	**	50,624
	PANDORA MEDIA INC USD0.0001	Corporate Stocks - Common	**	393,946
	PARTNERRE USD1	Corporate Stocks - Common	**	42,172
	PATTERSON COS INC COM STK USD0.01	Corporate Stocks - Common	**	8,240
	PAYCHEX INC USD0.01	Corporate Stocks - Common	**	40,977
	PDC ENERGY INC NPV	Corporate Stocks - Common	**	171,635
	PEOPLE'S UTD FINL COM STK USD0.01	Corporate Stocks - Common	**	7,560
	PEPSICO INC CAP STK USD0.0166	Corporate Stocks - Common	**	480,306
	PERKINELMER INC USD1	Corporate Stocks - Common	**	12,369
	PETSMART INC USD0.0001	Corporate Stocks - Common	**	7,275
	PFIZER INC USD0.05	Corporate Stocks - Common	**	165,525
	PHILIP MORRIS INTERNATIONAL INC NPV	Corporate Stocks - Common	**	95,843
	PHILLIPS 66 USD0.01	Corporate Stocks - Common	**	25,684
	PINNACLE WEST CAPITAL CORP USD2.50	Corporate Stocks - Common	**	177,017
	PIONEER NATURAL RESOURCES CO USD0.01	Corporate Stocks - Common	**	18,407
	PITNEY BOWES INC USD1	Corporate Stocks - Common	**	400,760
	PLEXUS CORP USD0.01	Corporate Stocks - Common	**	160,130
	PNM RESOURCES INC USD5	Corporate Stocks - Common	**	102,245
	POLARIS INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	14,564
	POLYONE CORP USD0.01	Corporate Stocks - Common	**	212,736
	POPULAR INC NPV	Corporate Stocks - Common	**	212,027
	PPG INDUSTRIES INC USD1.666	Corporate Stocks - Common	**	75,864
	PPL CORP USD0.01	Corporate Stocks - Common	**	6,018
	PRAXAIR INC USD0.01	Corporate Stocks - Common	**	613,091
	PRICE T ROWE GROUP INC USD0.20	Corporate Stocks - Common	**	16,754
	PRIMORIS SERVICES CORP COM STK NPV	Corporate Stocks - Common	**	171,059
	PRINCIPAL FINANCIAL GROUP USD0.01	Corporate Stocks - Common	**	34,517
	PRIVATEBANCORP INC NPV	Corporate Stocks - Common	**	157,090
	PROASSURANCE CORP COM STK USD0.01	Corporate Stocks - Common	**	9,696
	PROCTER & GAMBLE CO NPV	Corporate Stocks - Common	**	87,272
	PROGRESS SOFTWARE CORP USD0.01	Corporate Stocks - Common	**	98,412
	PROGRESSIVE CORP(OHIO) USD1	Corporate Stocks - Common	**	27,270
	PROOFPOINT INC USD0.0001	Corporate Stocks - Common	**	209,966
	PROTECTIVE LIFE CORP USD0.50	Corporate Stocks - Common	**	20,264
	PRUDENTIAL FINANCIAL INC USD0.01	Corporate Stocks - Common	**	9,222
	PTC INC	Corporate Stocks - Common	**	122,272
	PUBLIC SERVICE ENTERPRISE GROUP INC NPV	Corporate Stocks - Common	**	3,204
	PUMA BIOTECHNOLOGY INC USD0.0001	Corporate Stocks - Common	**	119,060
	QUEST DIAGNOSTICS INC USD0.01	Corporate Stocks - Common	**	5,354
	QUESTAR CORP NPV	Corporate Stocks - Common	**	16,093
	RAYMOND JAMES FINANCIAL INC USD0.01	Corporate Stocks - Common	**	10,438
	RAYONIER INC NPV	Corporate Stocks - Common	**	50,520
	RAYTHEON CO USD0.01	Corporate Stocks - Common	**	36,280
	RED ROBIN GOURMET BURGERS INC USD0.001	Corporate Stocks - Common	**	91,925

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	REGAL BELOIT CORP USD0.01	Corporate Stocks - Common	**	184,963
	REGENERON PHARMACEUTICALS INC USD0.001	Corporate Stocks - Common	**	27,524
	REGIONS FINANCIAL CORP (NEW) USD0.01	Corporate Stocks - Common	**	17,802
	REINSURANCE GROUP OF AMERICA USD0.01	Corporate Stocks - Common	**	30,964
	RENAISSANCERE HLDGS USD1	Corporate Stocks - Common	**	19,468
	REPUBLIC SERVICES INC USD0.01	Corporate Stocks - Common	**	53,120
	RESMED INC USD0.004	Corporate Stocks - Common	**	32,956
	REYNOLDS AMERICAN INC COM STK USD0.0001	Corporate Stocks - Common	**	54,989
	RITE AID CORP USD1	Corporate Stocks - Common	**	77,545
	ROBERT HALF INTERNATIONAL INC USD1	Corporate Stocks - Common	**	4,199
	ROCK-TENN CO COMMON STOCK USD 0.01	Corporate Stocks - Common	**	566,949
	ROCKWELL COLLINS INC USD0.01	Corporate Stocks - Common	**	369,230
	ROCKWOOD HLDGS INC USD0.01	Corporate Stocks - Common	**	218,349
	ROPER INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	55,472
	ROVI CORP COM	Corporate Stocks - Common	**	5,907
	RPM INTERNATIONAL INC COM STK USD0.01	Corporate Stocks - Common	**	8,302
	RTI INTERNATIONAL METALS INC USD0.01	Corporate Stocks - Common	**	123,430
	RYLAND GROUP INC USD1	Corporate Stocks - Common	**	406,014
	SAFEWAY INC USD0.01	Corporate Stocks - Common	**	32,570
	SALIX PHARMACEUTICALS LTD COM NPV	Corporate Stocks - Common	**	26,982
	SANDISK CORP USD0.001	Corporate Stocks - Common	**	14,108
	SBA COMMUNICATIONS USD0.01	Corporate Stocks - Common	**	80,856
	SCANA CORP(NEW) NPV	Corporate Stocks - Common	**	23,465
	SCHWAB(CHARLES)CORP USD0.01	Corporate Stocks - Common	**	44,200
	SCRIPPS NETWORKS INTERACTIVE INC 'A' USD0.01	Corporate Stocks - Common	**	34,564
	SEADRILL LTD USD2	Corporate Stocks - Common	**	8,216
	SEAGATE TECHNOLOGY PLC USD0.00001	Corporate Stocks - Common	**	389,189
	SEALED AIR CORP USD0.1	Corporate Stocks - Common	**	27,240
	SEI INVESTMENT CO USD0.01	Corporate Stocks - Common	**	41,676
	SEMPRA ENERGY CORP NPV	Corporate Stocks - Common	**	98,736
	SERVICE CORPORATION INTERNATIONAL USD1	Corporate Stocks - Common	**	10,878
	SERVICENOW INC USD0.001	Corporate Stocks - Common	**	5,601
	SFX ENTERTAINMENT INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	55,920
	SHERWIN-WILLIAMS CO USD1	Corporate Stocks - Common	**	128,450
	SHUTTERFLY INC COM STK USD0.0001	Corporate Stocks - Common	**	293,357
	SHUTTERSTOCK INC USD0.01	Corporate Stocks - Common	**	95,338
	SIGMA ALDRICH CORP USD1	Corporate Stocks - Common	**	9,401
	SIGNATURE BANK COMMON SHS	Corporate Stocks - Common	**	110,643
	SIGNET JEWELERS LTD USD0.18	Corporate Stocks - Common	**	23,610
	SIRONA DENTAL SYSTEMS INC USD0.01	Corporate Stocks - Common	**	28,080
	SIX FLAGS ENTMT CORP NEW COM	Corporate Stocks - Common	**	11,046
	SLM CORP COM STK USD0.20	Corporate Stocks - Common	**	57,816
	SMITH(A.O.)CORP USD1	Corporate Stocks - Common	**	283,185
	SMUCKER(J.M.)CO NPV	Corporate Stocks - Common	**	395,310
	SNAP-ON INC USD1	Corporate Stocks - Common	**	43,808
	SOLERA HOLDINGS INC USD0.01	Corporate Stocks - Common	**	7,076
	SONOCO PRODUCTS CO NPV	Corporate Stocks - Common	**	20,860
	SONUS NETWORKS INC USD0.001	Corporate Stocks - Common	**	100,356
	SOUTHWEST AIRLINES CO USD1	Corporate Stocks - Common	**	56,520
	SPECTRA ENERGY CORP COM USD0.001	Corporate Stocks - Common	**	17,810
	SPIRIT AEROSYSTEMS HOLDINGS INC USD0.01 A	Corporate Stocks - Common	**	194,597

THE SCHWAN FOOD COMPANY
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SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)
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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	SPLUNK INC USD0.001	Corporate Stocks - Common	**	27,468
	SPRINT CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	36,238
	ST JUDE MEDICAL INC USD0.10	Corporate Stocks - Common	**	18,585
	STANCORP FINANCIAL GROUP NPV	Corporate Stocks - Common	**	26,500
	STAPLES INC USD0.0006	Corporate Stocks - Common	**	318,436
	STARBUCKS CORP NPV	Corporate Stocks - Common	**	7,839
	STARZ SERIES A COMMON STOCK USD0.01 A (LIBERTY	Corporate Stocks - Common	**	26,638
	STATE STREET CORP USD1	Corporate Stocks - Common	**	51,373
	STERICYCLE INC USD0.01	Corporate Stocks - Common	**	11,617
	STRYKER CORP USD0.10	Corporate Stocks - Common	**	15,028
	SUNPOWER CORP COM	Corporate Stocks - Common	**	114,500
	SUNTRUST BANKS INC USD1	Corporate Stocks - Common	**	22,086
	SUPERIOR ENERGY SERVICES INC USD0.001	Corporate Stocks - Common	**	105,881
	SUSQUEHANNA BANCHARE USD2	Corporate Stocks - Common	**	135,539
	SVB FINANCIAL GROUP USD0.001	Corporate Stocks - Common	**	20,972
	SYMANTEC CORP USD0.01	Corporate Stocks - Common	**	9,432
	SYNERGY RESOURCES CORP USD0.001	Corporate Stocks - Common	**	72,719
	SYNOVUS FINANCIAL CORP USD1	Corporate Stocks - Common	**	160,034
	SYSCO CORP USD1	Corporate Stocks - Common	**	10,830
	T-MOBILE US INC USD0.001	Corporate Stocks - Common	**	50,460
	TARGET CORP USD0.0833	Corporate Stocks - Common	**	18,981
	TASER INTERNATIONAL INC NPV	Corporate Stocks - Common	**	83,799
	TCF FINANCIAL USD0.01	Corporate Stocks - Common	**	17,875
	TD AMERITRADE HOLDING CORP COM STK USD0.01	Corporate Stocks - Common	**	27,576
	TECH DATA CORP USD0.0015	Corporate Stocks - Common	**	32,766
	TELEFLEX INC USD1	Corporate Stocks - Common	**	28,158
	TENET HEALTHCARE CORP COM NEW	Corporate Stocks - Common	**	4,212
	TERADATA CORPORATION USD0.01	Corporate Stocks - Common	**	155,940
	TEREX CORP USD0.01	Corporate Stocks - Common	**	215,409
	TESARO INC USD0.0001	Corporate Stocks - Common	**	33,606
	TESLA MOTORS INC USD0.001	Corporate Stocks - Common	**	90,228
	TESORO CORP USD0.1666	Corporate Stocks - Common	**	5,850
	TEXAS INSTRUMENTS INC USD1	Corporate Stocks - Common	**	587,077
	TEXTRON INC USD0.125	Corporate Stocks - Common	**	144,834
	THERMO FISHER SCIENTIFIC INC USD1	Corporate Stocks - Common	**	55,675
	THOMSON REUTERS CORP	Corporate Stocks - Common	**	15,128
	THOR INDUSTRIES USD0.10	Corporate Stocks - Common	**	5,523
	TIME WARNER CABLE INC USD0.01	Corporate Stocks - Common	**	135,500
	TIME WARNER INC USD0.01	Corporate Stocks - Common	**	816,421
	TJX COS INC/THE COMMON STOCK USD 1	Corporate Stocks - Common	**	669,165
	TORCHMARK CORP USD1	Corporate Stocks - Common	**	58,613
*	TOWERS WATSON & CO CLASS A USD0.01	Corporate Stocks - Common	**	38,283
	TRACTOR SUPPLY CO USD0.008	Corporate Stocks - Common	**	7,758
	TRANSDIGM GROUP INC USD0.01	Corporate Stocks - Common	**	48,306
	TRAVELERS COS INC/THE	Corporate Stocks - Common	**	63,921
	TRIPADVISOR INC USD0.001	Corporate Stocks - Common	**	49,698
	TRIQUINT SEMI CONDUCTOR INC USD0.001	Corporate Stocks - Common	**	84,059
	TRIUMPH GROUP INC USD0.001	Corporate Stocks - Common	**	7,607
	TRULIA INC USD0.000033	Corporate Stocks - Common	**	61,476
	TUPPERWARE BRANDS CORP COM STK USD0.01	Corporate Stocks - Common	**	28,359
	TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	98,504

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	TYSON FOODS INC(DEL) USD0.10 A	Corporate Stocks - Common	**	66,920
	UGI CORP COM NPV	Corporate Stocks - Common	**	161,196
	UNDER ARMOUR INC USD0.000333 A	Corporate Stocks - Common	**	8,730
	UNION PACIFIC CORP USD2.50	Corporate Stocks - Common	**	84,000
	UNITED NATURAL FOODS INC USD0.01	Corporate Stocks - Common	**	279,697
	UNITED TECHNOLOGIES CORP USD1	Corporate Stocks - Common	**	367,005
	UNITED THERAPEUTICS CORP USD0.01	Corporate Stocks - Common	**	45,232
	UNITEDHEALTH GROUP INC USD0.01	Corporate Stocks - Common	**	629,132
	UNIVERSAL HEALTH SERVICES INC CLASS'B'COM USD0.01	Corporate Stocks - Common	**	193,724
	UNUM GROUP COM	Corporate Stocks - Common	**	45,604
	URS CORP USD0.01	Corporate Stocks - Common	**	10,598
	US BANCORP DELAWARE USD0.01	Corporate Stocks - Common	**	83,951
	VALERO ENERGY CORP(NEW) USD0.01	Corporate Stocks - Common	**	5,040
	VALIDUS HOLDING LTD USD0.175	Corporate Stocks - Common	**	28,203
	VALSPAR CORP USD0.50	Corporate Stocks - Common	**	7,129
	VANTIV INC USD0.00001 A	Corporate Stocks - Common	**	6,522
	VCA ANTECH INC USD0.01	Corporate Stocks - Common	**	163,542
	VECTREN CORP COM NPV	Corporate Stocks - Common	**	398,630
	VERINT SYSTEMS INC USD0.001	Corporate Stocks - Common	**	65,269
	VERISK ANALYTICS INC NPV	Corporate Stocks - Common	**	13,144
	VERIZON COMMUNICATIONS INC COMMON STOCK USD 0.1	Corporate Stocks - Common	**	80,590
	VF CORP NPV	Corporate Stocks - Common	**	24,936
	VIACOM INC NEW CLASS'B' NON-VTG COM USD0.001	Corporate Stocks - Common	**	96,074
	VIASAT INC USD0.01	Corporate Stocks - Common	**	121,290
	VINCE HOLDING CORP COMMON STOCK USD 0.001	Corporate Stocks - Common	**	54,286
	VISA INC USD0.0001 'A'	Corporate Stocks - Common	**	802,761
	VISHAY INTL USD0.10	Corporate Stocks - Common	**	126,779
	VISTEON CORP USD0.01 WI	Corporate Stocks - Common	**	525,734
	WABTEC CORPORATIONCOM USD0.01	Corporate Stocks - Common	**	525,089
	WADDELL & REED FINANCIAL INC USD0.01 A	Corporate Stocks - Common	**	191,713
	WAGeworks INC USD0.001	Corporate Stocks - Common	**	137,306
	WAL-MART STORES INC USD0.10	Corporate Stocks - Common	**	23,607
	WALGREEN CO USD0.078125	Corporate Stocks - Common	**	51,696
	WALT DISNEY(HLDG)CO DISNEY USD0.01	Corporate Stocks - Common	**	113,301
	WASTE CONNECTIONS INC USD0.01	Corporate Stocks - Common	**	17,452
	WASTE MANAGEMENT INC USD0.01	Corporate Stocks - Common	**	22,435
	WATERS CORP USD0.01	Corporate Stocks - Common	**	10,000
	WEBMD HEALTH CORP USD0.01	Corporate Stocks - Common	**	223,570
	WELLCARE HEALTH PLANS INC USD0.01	Corporate Stocks - Common	**	85,560
	WELLPOINT INC COM STK USD0.01	Corporate Stocks - Common	**	64,673
*	WELLS FARGO & CO COM STK USD1 2/3	Corporate Stocks - Common	**	102,513
	WENDY'S COMPANY(THE) USD0.10 A	Corporate Stocks - Common	**	18,312
	WESTAR ENERGY INC COM USD5	Corporate Stocks - Common	**	9,651
	WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	203,478
	WESTERN DIGITAL CORP USD0.01	Corporate Stocks - Common	**	16,780
	WESTERN UNION COMPANY (THE) USD0.01	Corporate Stocks - Common	**	20,700
	WHIRLPOOL CORP USD1	Corporate Stocks - Common	**	47,058
	WHITEWAVE FOODS CO/THE COMMON STOCK USD 0.01	Corporate Stocks - Common	**	234,126
	WILLIAMS COMPANIES INC USD1	Corporate Stocks - Common	**	3,857
	WILLIAMS-SONOMA INC USD0.01	Corporate Stocks - Common	**	5,828
	WISCONSIN ENERGY CORP USD0.01	Corporate Stocks - Common	**	412,780

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	WORKDAY INC USD0.001	Corporate Stocks - Common	**	24,948
	WYNDHAM WORLDWIDE USD0.01	Corporate Stocks - Common	**	223,649
	XCEL ENERGY INC USD2.5	Corporate Stocks - Common	**	27,940
	XEROX CORP USD1	Corporate Stocks - Common	**	10,953
	XILINX INC USD0.01	Corporate Stocks - Common	**	9,184
	XL GROUP PLC ORD USD0.01	Corporate Stocks - Common	**	50,944
	YAHOO INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	105,144
	YELP INC USD0.000001	Corporate Stocks - Common	**	203,747
	ZEBRA TECHNOLOGIES USD0.01 A	Corporate Stocks - Common	**	16,224
	ZILLOW INC USD0.0001	Corporate Stocks - Common	**	96,932
	ZIMMER HOLDINGS INC USD0.01	Corporate Stocks - Common	**	9,319
	ZIONS BANCORP NPV	Corporate Stocks - Common	**	257,566
	APARTMENT INVESTMENT & MANAGEMENT USD0.01 A	Corporate Stocks - Common	**	7,773
	CUBESMART USD0.01	Corporate Stocks - Common	**	106,160
	DDR CORP NPV	Corporate Stocks - Common	**	139,452
	DIAMONDROCK HOSPIT COM USD0.01	Corporate Stocks - Common	**	140,852
	EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01	Corporate Stocks - Common	**	7,246
	EXTRA SPACE STORAGE INC USD0.01	Corporate Stocks - Common	**	37,917
	HEALTH CARE REIT INC USD1	Corporate Stocks - Common	**	42,856
	LEXINGTON REALTY TRUST COM STK USD0.0001	Corporate Stocks - Common	**	118,048
	MEDICAL PROPERTIES TRUST INC USD0.001	Corporate Stocks - Common	**	103,125
	MFA FINANCIAL INC COM STK USD0.01	Corporate Stocks - Common	**	16,944
	NATIONAL RETAIL PPTYS INC COM	Corporate Stocks - Common	**	18,198
	NORTHSTAR REALTY FINANCE CORP USD0.01	Corporate Stocks - Common	**	159,961
	OMEGA HEALTHCARE INVESTORS USD0.10	Corporate Stocks - Common	**	11,920
	PENNSYLVANIA REAL ESTATE INV TRUST SHS BNF INT	Corporate Stocks - Common	**	91,446
	PLUM CREEK TIMBER CO INC NPV	Corporate Stocks - Common	**	9,302
	PUBLIC STORAGE COM STK USD0.10	Corporate Stocks - Common	**	30,104
	RETAIL PROPERTIES OF AMERICA INC USD0.001 A	Corporate Stocks - Common	**	15,264
	RYMAN HOSPITALITY PROPERTIES INC REIT USD 0.01	Corporate Stocks - Common	**	100,899
	SENIOR HOUSING PROPERTIES TRUST SHS OF BENEFICIAL	Corporate Stocks - Common	**	24,453
	SIMON PROPERTY GROUP INC USD0.0001	Corporate Stocks - Common	**	30,432
	SUNSTONE HOTEL INVESTORS INC USD0.01	Corporate Stocks - Common	**	152,291
	VENTAS INC USD0.25	Corporate Stocks - Common	**	11,456
	WEYERHAEUSER CO USD1.25	Corporate Stocks - Common	**	37,884
	WP CAREY INC REIT USD 0.001	Corporate Stocks - Common	**	6,135
	LOOMIS SAYLES FUNDS II SHSCORE VALE	Mutual Funds	**	10,322,416
	MAINSTAY FUNDS LARGE CAP GROWTH FUND	Mutual Funds	**	8,291,045
	TROWE INTERNATIIONAL STOCK	Mutual Funds	**	17,457,152
	VANGUARD INSTITUTIONAL INDEX	Mutual Funds	**	51,166,810
	VANGUARD TOTAL BOND MARKET - IS	Mutual Funds	**	45,415,316
	VANGUARD EXTENDED MARKET	Mutual Funds	**	18,801,585
	VANGUARD SMALL-CAP VALUE INDEX	Mutual Funds	**	15,118,559
	VANGUARD REIT INDEX	Mutual Funds	**	8,317,031
	VANGUARD TOTAL STOCK INDEX - IS	Mutual Funds	**	43,131,189
*	WELLS FARGO STABLE RETURN FUND G	Collective Funds	**	8,435,025
*	WELLS FARGO SHORT TERM INVESTMENT FUND G	Collective Funds	**	3,730,678
*	WELLS FARGO FIXED INCOME FUND A	Collective Funds	**	20,268,736
*	WELLS FARGO FIXED INCOME FUND F	Collective Funds	**	62,644,750
*	WELLS FARGO FIXED INCOME FUND L	Collective Funds	**	33,200,585
	BLACKROCK MSCI ACWI	Collective Funds	**	55,318,306

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	BLACKROCK US TIPS	Collective Funds	**	9,520,218
*	JPMCB SmartRetirement Passive Blend 2015-C	Collective Funds	**	6,172,721
*	JPMCB SmartRetirement Passive Blend 2020-C	Collective Funds	**	24,251,623
*	JPMCB SmartRetirement Passive Blend 2025-C	Collective Funds	**	664,127
*	JPMCB SmartRetirement Passive Blend 2030-C	Collective Funds	**	30,988,391
*	JPMCB SmartRetirement Passive Blend 2035-C	Collective Funds	**	833,010
*	JPMCB SmartRetirement Passive Blend 2040-C	Collective Funds	**	19,720,675
*	JPMCB SmartRetirement Passive Blend 2055-C	Collective Funds	**	122,281
*	JPMCB SmartRetirement Passive Blend 2045-C	Collective Funds	**	842,154
*	JPMCB SmartRetirement Passive Blend 2050-C	Collective Funds	**	827,205
*	JPMCB SmartRetirement Passive Blend Income-C	Collective Funds	**	4,598,079
	SSGA S&P 500 FLAGSHIP NON-LENDING SERIES FUND	Collective Funds	**	16,836,670
	INSURANCE FUND	Insurance Contracts	**	993,977
*	JPMII CISC BROKERAGE	Self-Directed Accounts	**	4,314,446
	MONUMENTAL LIFE INS CO - WRAPPER VALUE	Insurance Wrapper Contracts	**	62,115
*	PARTICIPANTS	Participant Loans	**	
		4.00% - 5.00% Interest	-	15,533,331
	TOTAL INVESTMENTS			<u>\$ 618,861,446</u>

* Indicates Party-In-Interest

**Cost omitted for participant-directed accounts

RPS Plan Number
159340

PlanNum	3A	3B	3C	CUSIP	Formula Date	Formula	FundName	FundCo	Address1	Address City	State	ZipCode
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2050-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF December 2013	25 basis points	Loomis Sayles Value-Y	Loomis Sayles Fund	399 Boylston Street	Boston	MA	02116
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF December 2013	15 basis points	T Rowe Price International Stock	T Rowe Price	100 East Pratt Street	Baltimore	MD	21202
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF December 2013	25 basis points	Mainstay Large Cap Growth-I	Mainstay Funds	169 Lakawanna Avenue	Parsippany	NJ	07054
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF December 2013	1 basis points	Galliard Stable Value	Galliard	P.O. Box 8266	Boston	MA	02266-8266
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2010-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2015-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2020-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2030-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement 2040-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528
159340	J.P.Morgan Retirement Plan Services	59	0		FROM THE BEGINNING OF January 2013 TO THE END OF August 2013	10 basis points	JPMCB SmartRetirement Income-C10	J.P. Morgan Funds	P.O. Box 8528	Boston	MA	02266-8528

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*	JPMORGAN PRIME MONEY MARKET	Interest Bearing Cash	**	\$ 2,128,311
	3M CO USD0.01	Corporate Stocks - Common	**	98,175
	ABBOTT LABORATORIES NPV	Corporate Stocks - Common	**	528,187
	ABBVIE INC USD0.01	Corporate Stocks - Common	**	565,067
	ACCENTURE PLC CLS'A'USD0.0000225	Corporate Stocks - Common	**	106,886
	ACE LTD COMMON STOCK USD 26.59	Corporate Stocks - Common	**	31,059
	ACTAVIS PLC COMMON STOCK USD 0.0033	Corporate Stocks - Common	**	67,200
	ACUITY BRANDS INC USD0.01	Corporate Stocks - Common	**	212,737
	ACXIOM CORP USD0.10	Corporate Stocks - Common	**	125,029
	ADOBE SYSTEMS INC USD0.0001	Corporate Stocks - Common	**	23,952
	AECOM TECHNOLOGY CORP USD0.01	Corporate Stocks - Common	**	26,487
	AETNA INC NEW USD0.001	Corporate Stocks - Common	**	692,485
	AFFILIATED MANAGERS GROUP INC USD0.01	Corporate Stocks - Common	**	43,376
	AFLAC INC USD0.10	Corporate Stocks - Common	**	40,080
	AGCO CORP USD0.01	Corporate Stocks - Common	**	319,626
	AGILENT TECHNOLOGIES INC USD0.01	Corporate Stocks - Common	**	592,202
	AGL RESOURCES USD5	Corporate Stocks - Common	**	9,446
	AIR PRODUCTS & CHEMICALS INC COM STK USD1	Corporate Stocks - Common	**	11,178
	AIRGAS INC USD0.01	Corporate Stocks - Common	**	22,370
	ALASKA AIR GROUP INC USD1	Corporate Stocks - Common	**	14,674
	ALERE INC	Corporate Stocks - Common	**	21,720
	ALLEGION PLC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	117,251
	ALLIANCE DATA SYSTEM USD0.01	Corporate Stocks - Common	**	78,879
	ALLIANT ENERGY CORP USD5	Corporate Stocks - Common	**	15,480
	ALLIANT TECHSYSTEMS INC USD0.01	Corporate Stocks - Common	**	36,504
	ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG	Corporate Stocks - Common	**	33,843
	ALLSTATE CORP USD0.01	Corporate Stocks - Common	**	98,172
	ALNYLAM PHARMACEUTICALS INC USD0.01	Corporate Stocks - Common	**	160,761
	ALTRIA GROUP INC USD0.333	Corporate Stocks - Common	**	80,619
	AMC NETWORKS INC USD0.01	Corporate Stocks - Common	**	34,055
	AMDOCS LTD COMMON STOCK USD 0.01	Corporate Stocks - Common	**	8,248
	AMERICAN AXLE & MANUFACTURING HLDGS USD0.01	Corporate Stocks - Common	**	119,919
	AMERICAN ELECTRIC POWER CO INC USD6.50	Corporate Stocks - Common	**	51,414
	AMERICAN EXPRESS CO COM USD0.20	Corporate Stocks - Common	**	81,657
	AMERICAN FINANCIAL GROUP INC OHIO USD1	Corporate Stocks - Common	**	248,369
	AMERICAN INTERNATIONAL GROUP INC USD2.50	Corporate Stocks - Common	**	510,500
	AMERICAN WATER WORKS CO INC NPV	Corporate Stocks - Common	**	63,390
	AMERIPRISE FINANCIAL INC USD0.01	Corporate Stocks - Common	**	544,187
	AMERISOURCEBERGEN CORP NPV	Corporate Stocks - Common	**	105,465
	AMETEK INC USD0.01	Corporate Stocks - Common	**	6,584
	AMGEN INC USD0.0001	Corporate Stocks - Common	**	68,496
	AMPHENOL CORP USD0.001 A	Corporate Stocks - Common	**	8,918
	AMTRUST FINANCIAL SERVICE USD0.01	Corporate Stocks - Common	**	97,449

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	ANALOG DEVICES INC COMMON STOCK USD 0.167	Corporate Stocks - Common	**	5,093
	ANN INC USD0.0068	Corporate Stocks - Common	**	125,401
	AON PLC USD0.01 A	Corporate Stocks - Common	**	33,556
	APPLE INC NPV	Corporate Stocks - Common	**	1,369,670
	APPLIED MATERIALS INC USD0.01	Corporate Stocks - Common	**	38,918
	APPLIED MICROCIRCUITS CORP USD0.01	Corporate Stocks - Common	**	167,531
	AQUA AMERICA INC COM USD0.50	Corporate Stocks - Common	**	35,975
	ARCH CAPITAL GROUP LTD COM STK USD0.01	Corporate Stocks - Common	**	313,014
	ARCHER DANIELS MIDLAND CO NPV	Corporate Stocks - Common	**	4,340
	ARES CAPITAL CORP USD0.001	Corporate Stocks - Common	**	7,108
	ARRIS GROUP INC USD0.01	Corporate Stocks - Common	**	202,035
	ARROW ELECTRONICS INC USD1	Corporate Stocks - Common	**	156,023
	ASBURY AUTOMOTIVE GROUP INC USD0.01	Corporate Stocks - Common	**	80,610
	ASPEN INSURANCE HLDGS USD0.15144558	Corporate Stocks - Common	**	20,655
	ASSOCIATED BANC-CORP USD0.10	Corporate Stocks - Common	**	6,960
	ASSURANT INC USD0.01	Corporate Stocks - Common	**	39,822
	ASSURED GUARANTY LTD USD0.01	Corporate Stocks - Common	**	121,441
	AT&T INC USD1	Corporate Stocks - Common	**	96,690
	ATMEL CORP USD0.001	Corporate Stocks - Common	**	123,714
	ATMOS ENERGY CORP NPV	Corporate Stocks - Common	**	13,626
	AUTOMATIC DATA PROCESSING INC USD0.10	Corporate Stocks - Common	**	153,539
	AVERY DENNISON CORP USD1	Corporate Stocks - Common	**	5,019
	AVIS BUDGET GROUP INC USD0.01	Corporate Stocks - Common	**	12,126
	AXIS CAPITAL HLDGS USD0.0125	Corporate Stocks - Common	**	47,570
	B/E AEROSPACE INC	Corporate Stocks - Common	**	208,698
	BABCOCK & WILCOX CO USD0.01	Corporate Stocks - Common	**	6,838
	BALL CORP NPV	Corporate Stocks - Common	**	10,332
	BALLY TECHNOLOGIES INC COM STK USD0.1	Corporate Stocks - Common	**	7,845
	BANCORPSOUTH INC COM USD2.50	Corporate Stocks - Common	**	162,612
	BANK OF AMERICA CORP USD0.01	Corporate Stocks - Common	**	102,762
	BANK OF NEW YORK MELLON CORP/THE COMMON STOCK USD	Corporate Stocks - Common	**	13,976
	BANKRATE INC DEL USD0.01	Corporate Stocks - Common	**	142,623
	BANKUNITED INC USD0.01	Corporate Stocks - Common	**	16,460
	BAXTER INTERNATIONAL INC USD1	Corporate Stocks - Common	**	34,775
	BB&T CORP COM STK USD5	Corporate Stocks - Common	**	22,392
	BECTON DICKINSON & CO USD1	Corporate Stocks - Common	**	44,196
	BED BATH AND BEYOND USD0.01	Corporate Stocks - Common	**	8,030
	BEMIS CO INC USD0.10	Corporate Stocks - Common	**	36,864
	BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	Corporate Stocks - Common	**	118,560
	BEST BUY CO INC USD0.10	Corporate Stocks - Common	**	63,808
	BIOGEN IDEC INC USD0.0005	Corporate Stocks - Common	**	83,925
	BIOMARIN PHARMACEUTICAL USD0.001	Corporate Stocks - Common	**	14,054
	BLACKROCK INC NPV A	Corporate Stocks - Common	**	599,711
	BLOCK(H & R) INC NPV	Corporate Stocks - Common	**	75,504
	BOEING CO/THE COMMON STOCK USD 5	Corporate Stocks - Common	**	997,059
	BORG-WARNER INC USD0.01	Corporate Stocks - Common	**	11,182
	BOSTON SCIENTIFIC CORP USD0.01	Corporate Stocks - Common	**	91,352
	BOULDER BRANDS INC USD0.01	Corporate Stocks - Common	**	85,010
	BRISTOL-MYERS SQUIBB CO USD0.10	Corporate Stocks - Common	**	79,725

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	BROWN SHOE CO INC COM STK USD0.01	Corporate Stocks - Common	**	85,827
	BROWN-FORMAN CORP USD0.15 B	Corporate Stocks - Common	**	90,684
	BRUNSWICK CORP USD0.75	Corporate Stocks - Common	**	160,473
	BUFFALO WILD WINGS INC NPV	Corporate Stocks - Common	**	278,502
	BURGER KING WORLDWIDE INC USD0.01	Corporate Stocks - Common	**	20,574
	BURLINGTON STORES INC COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	78,400
	CA INC USD0.10	Corporate Stocks - Common	**	10,095
	CABOT OIL & GAS CORP COMMON STOCK USD 0.1	Corporate Stocks - Common	**	89,148
	CALPINE CORP USD0.001	Corporate Stocks - Common	**	11,706
	CAMPBELL SOUP CO CAP STK USD0.0375	Corporate Stocks - Common	**	60,592
	CAPITAL ONE FINANCIAL CORP USD0.01	Corporate Stocks - Common	**	457,285
	CAPITALSOURCE INC USD0.01	Corporate Stocks - Common	**	24,429
	CARDINAL HEALTH INC NPV	Corporate Stocks - Common	**	13,362
	CAREFUSION CORP USD0.01	Corporate Stocks - Common	**	47,784
	CARTERS INC USD0.01	Corporate Stocks - Common	**	28,716
	CAVIUM INC USD0.001	Corporate Stocks - Common	**	153,570
	CBOE HLDGS INC USD0.01	Corporate Stocks - Common	**	36,372
	CBS CORP CLASS'B' COM STK USD0.001	Corporate Stocks - Common	**	82,862
	CDW CORP USD0.01	Corporate Stocks - Common	**	143,781
	CELGENE CORP USD0.01	Corporate Stocks - Common	**	101,376
	CELLEX THERAPEUTICS INC USD0.001	Corporate Stocks - Common	**	99,987
	CENTURYLINK INC	Corporate Stocks - Common	**	457,175
	CHANNELADVISOR CORP USD0.001	Corporate Stocks - Common	**	115,120
	CHARLES RIVER LABORATORIES USD0.01	Corporate Stocks - Common	**	116,529
	CHARTER COMMUNICATIONS INC USD0.001	Corporate Stocks - Common	**	27,352
	CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS1	Corporate Stocks - Common	**	305,825
	CHEMTURA CORP USD0.01	Corporate Stocks - Common	**	167,883
	CHENIERE ENERGY INC USD0.003	Corporate Stocks - Common	**	43,120
	CHEVRON CORP USD0.75	Corporate Stocks - Common	**	162,383
	CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	Corporate Stocks - Common	**	49,884
	CHUBB CORP USD1	Corporate Stocks - Common	**	48,315
	CHURCH & DWIGHT COM STK USD1	Corporate Stocks - Common	**	46,396
	CHUYS HLDGS INC USD0.01	Corporate Stocks - Common	**	45,385
	CIENA CORP USD0.01.	Corporate Stocks - Common	**	80,692
	CIGNA CORP USD0.25	Corporate Stocks - Common	**	61,236
	CINCINNATI FINANCIAL CORP USD2	Corporate Stocks - Common	**	78,555
	CINEMARK HOLDINGS INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	3,333
	CINTAS CORP COM NPV	Corporate Stocks - Common	**	5,959
	CISCO SYSTEMS INC USD0.001	Corporate Stocks - Common	**	2,245
	CIT GROUP INC USD0.01	Corporate Stocks - Common	**	504,618
	CITIGROUP INC USD0.01	Corporate Stocks - Common	**	595,826
	CITY NATIONAL CORP USD1	Corporate Stocks - Common	**	7,922
	CLOROX CO USD1	Corporate Stocks - Common	**	37,104
	CME GROUP INC USD0.01 A	Corporate Stocks - Common	**	521,367
	CMS ENERGY CORP USD0.01	Corporate Stocks - Common	**	66,925
	CNO FINANCIAL GROUP INC USD0.01	Corporate Stocks - Common	**	150,312
	COCA-COLA CO USD0.25	Corporate Stocks - Common	**	49,572
	COCA-COLA ENTERPRISES INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	75,021
	COGNEX CORP USD0.002	Corporate Stocks - Common	**	138,212
	COLFAX CORP USD0.01	Corporate Stocks - Common	**	44,583
	COLGATE-PALMOLIVE CO USD1	Corporate Stocks - Common	**	32,605

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	COMCAST CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	152,257
	COMCAST CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	458,397
	COMMERCE BANCSHARES INC USD5	Corporate Stocks - Common	**	18,862
	COMMUNITY HEALTH SYSTEMS INC(NEW) NPV	Corporate Stocks - Common	**	31,416
	COMMVault SYSTEMS INC USD0.01	Corporate Stocks - Common	**	143,770
	COMPASS MINERALS INTERNATIONAL INC USD0.01	Corporate Stocks - Common	**	8,005
	COMPUTER SCIENCES CORP USD1	Corporate Stocks - Common	**	33,528
	COMSCORE INC COM NPV	Corporate Stocks - Common	**	107,860
	CON-WAY INC USD0.625	Corporate Stocks - Common	**	3,971
	CONAGRA FOODS INC USD5	Corporate Stocks - Common	**	37,070
	CONOCOPHILLIPS USD0.01	Corporate Stocks - Common	**	75,384
	CONSTELLATION BRANDS INC USD0.01 A	Corporate Stocks - Common	**	49,266
	COOPER COS INC USD0.10	Corporate Stocks - Common	**	24,768
	COPA HOLDINGS SA NPV CLASS 'A'	Corporate Stocks - Common	**	48,033
	CORNERSTONE ONDEMAND INC USD0.0001	Corporate Stocks - Common	**	155,753
	CORRECTIONS CORPORATIONS OF AMERICA COM USD0.01	Corporate Stocks - Common	**	26,009
	COSTAR GROUP INC USD0.01	Corporate Stocks - Common	**	342,765
	COSTCO WHOLESALE CORP USD0.005	Corporate Stocks - Common	**	71,406
	COVANCE INC USD0.01	Corporate Stocks - Common	**	187,568
	COVANTA HOLDING CORP	Corporate Stocks - Common	**	15,975
	COVIDIEN PLC USD0.20	Corporate Stocks - Common	**	6,810
	CRANE CO USD1	Corporate Stocks - Common	**	26,900
	CREE INC USD0.005	Corporate Stocks - Common	**	43,799
	CROWN CASTLE INTERNATIONAL CORP REIT USD 0.01	Corporate Stocks - Common	**	44,058
	CULLEN FROST BANKERS USD5	Corporate Stocks - Common	**	14,886
	CURTISS-WRIGHT CORP USD1	Corporate Stocks - Common	**	77,165
	CVS CAREMARK CORP USD0.01	Corporate Stocks - Common	**	735,024
	DANA HOLDING CORP USD0.01	Corporate Stocks - Common	**	281,253
	DANAHER CORP USD0.01	Corporate Stocks - Common	**	30,880
	DAVITA HEALTHCARE PARTNERS INC USD0.001	Corporate Stocks - Common	**	526,288
	DECKERS OUTDOOR CORP USD0.01	Corporate Stocks - Common	**	389,361
	DELEK US HOLDINGS INC USD0.01	Corporate Stocks - Common	**	104,262
	DELPHI AUTOMOTIVE PLC ORD USD0.01	Corporate Stocks - Common	**	443,759
	DELTA AIR LINES INC USD0.01	Corporate Stocks - Common	**	65,928
	DELUXE CORP USD1	Corporate Stocks - Common	**	195,086
	DEMANDWARE INC USD0.01	Corporate Stocks - Common	**	262,892
	DEVON ENERGY CORP(NEW) USD0.10	Corporate Stocks - Common	**	375,242
	DIAMOND FOODS INC NPV	Corporate Stocks - Common	**	116,538
	DIAMONDBACK ENERGY INC USD0.01	Corporate Stocks - Common	**	270,855
	DISCOVER FINANCIAL SERVICES USD0.01	Corporate Stocks - Common	**	83,925
	DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01	Corporate Stocks - Common	**	126,588
	DISH NETWORK CORP CLASS'A'COM STK USD0.01	Corporate Stocks - Common	**	28,960
	DOLLAR TREE INC USD0.01	Corporate Stocks - Common	**	11,284
	DOMINION RESOURCES INC(VIRGINIA) NPV	Corporate Stocks - Common	**	38,814
	DOMINOS PIZZA INC USD0.01	Corporate Stocks - Common	**	34,825
	DONNELLEY(R.R.)& SONS CO USD1.25	Corporate Stocks - Common	**	22,308
	DOVER CORP USD1	Corporate Stocks - Common	**	48,270
	DR HORTON INC USD0.01	Corporate Stocks - Common	**	167,913
	DR PEPPER SNAPPLE GROUP INC USD0.01	Corporate Stocks - Common	**	4,872
	DREAMWORKS ANIMATION SKG INC USD0.01 A	Corporate Stocks - Common	**	14,200
	DRIL QUIP INC USD0.01	Corporate Stocks - Common	**	10,993
	DST SYSTEMS INC DELAWARE USD0.01	Corporate Stocks - Common	**	18,148

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	DSW INC NPV A	Corporate Stocks - Common	**	180,748
	DTE ENERGY CO NPV	Corporate Stocks - Common	**	86,307
	DU PONT(E.I.)DE NEMOURS & CO USD0.30	Corporate Stocks - Common	**	489,549
	DUKE ENERGY CORP COMMON STOCK USD 0.001	Corporate Stocks - Common	**	47,410
	DUN & BRADSTREET CORP(DELAWARE) COM STK USD0.01	Corporate Stocks - Common	**	24,550
	DUNKIN BRANDS GROUP INC USD0.001	Corporate Stocks - Common	**	38,560
	DYCOM INDUSTRIES USD0.333	Corporate Stocks - Common	**	111,271
	E TRADE FINANCIAL CORP USD0.01	Corporate Stocks - Common	**	340,950
	EAGLE MATERIALS INC USD0.01	Corporate Stocks - Common	**	196,208
	EAST WEST BANCORP INC USD0.01	Corporate Stocks - Common	**	13,988
	EATON CORP PLC NPV	Corporate Stocks - Common	**	30,448
	EATON VANCE CORP COM NON VTG USD0.00390625	Corporate Stocks - Common	**	21,395
	EBAY INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	10,978
	ECOLAB INC USD1	Corporate Stocks - Common	**	491,633
	EDISON INTERNATIONAL NPV	Corporate Stocks - Common	**	41,670
	ELECTRONIC ARTS USD0.01	Corporate Stocks - Common	**	255,781
	ELECTRONICS FOR IMAGING INC USD0.01	Corporate Stocks - Common	**	115,415
	EMCOR GROUP USD0.01	Corporate Stocks - Common	**	168,275
	EMERSON ELECTRIC CO USD0.50	Corporate Stocks - Common	**	7,018
	ENDO HEALTH SOLUTIONS INC	Corporate Stocks - Common	**	338,312
	ENDURANCE SPECIALTY HLDGS LTD USD1	Corporate Stocks - Common	**	17,601
	ENERGEN CORP USD0.01	Corporate Stocks - Common	**	7,075
	ENERGIZER HLDGS INC USD0.01	Corporate Stocks - Common	**	21,648
	ENERSYS COM USD0.01	Corporate Stocks - Common	**	152,796
	EQT CORP NPV	Corporate Stocks - Common	**	26,934
	EQUIFAX INC USD1.25	Corporate Stocks - Common	**	69,090
	ESTERLINE TECHNOLOGIES CORP USD0.20	Corporate Stocks - Common	**	244,500
	EURONET WORLDWIDE INC USD0.02	Corporate Stocks - Common	**	182,787
	EVEREST RE GROUP USD0.01	Corporate Stocks - Common	**	62,348
	EXELIS INC USD0.01	Corporate Stocks - Common	**	30,496
	EXELON CORP NPV	Corporate Stocks - Common	**	8,217
	EXPRESS INC USD0.01	Corporate Stocks - Common	**	62,227
	EXPRESS SCRIPTS HLDG CO USD0.01	Corporate Stocks - Common	**	7,024
	EXXON MOBIL CORP COMMON STOCK USD 0	Corporate Stocks - Common	**	1,027,382
	FACTSET RESEARCH SYSTEMS INC USD0.01	Corporate Stocks - Common	**	10,858
	FAIRCHILD SEMICONDUCTOR INTL INC	Corporate Stocks - Common	**	125,130
	FEI CO NPV	Corporate Stocks - Common	**	62,552
	FIDELITY NATIONAL FINANCIAL INC USD0.0001 A	Corporate Stocks - Common	**	145,701
	FIDELITY NATIONAL INFO SERVICES INC USD0.01	Corporate Stocks - Common	**	405,016
	FIESTA RESTAURANT GROUP INC USD0.01	Corporate Stocks - Common	**	67,912
	FIFTH THIRD BANCORP NPV	Corporate Stocks - Common	**	27,339
	FINISH LINE INC CLASS'A'COM STK USD0.01	Corporate Stocks - Common	**	43,100
	FIRST BANCORP PUERTO RICO USD1	Corporate Stocks - Common	**	144,444
	FIRST HORIZON NATIONAL CORP COM STK USD0.625	Corporate Stocks - Common	**	155,096
	FIRST NIAGARA FINANCIAL GROUP INC COM	Corporate Stocks - Common	**	218,602
	FISERV INC USD0.01	Corporate Stocks - Common	**	82,670
	FIVE BELOW INC USD0.01	Corporate Stocks - Common	**	160,272
	FLEETCOR TECHNOLOGIES INC USD0.001	Corporate Stocks - Common	**	70,302
	FLIR SYSTEMS INC USD0.01	Corporate Stocks - Common	**	6,020

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	FLOWERS FOODS INC USD0.01	Corporate Stocks - Common	**	26,838
	FLOWERVE CORP USD1.25	Corporate Stocks - Common	**	63,064
	FMC CORP USD0.10	Corporate Stocks - Common	**	7,546
	FORD MOTOR CO USD0.01	Corporate Stocks - Common	**	30,860
	FORTUNE BRANDS HOME & SECURITY INC USD0.01 WI	Corporate Stocks - Common	**	4,570
	FORUM ENERGY TECHNOLOGIES INC USD0.01	Corporate Stocks - Common	**	135,450
	FOSTER WHEELER AG CHF3	Corporate Stocks - Common	**	150,571
	FULLER(H.B.)CO USD1	Corporate Stocks - Common	**	125,989
	G-III APPAREL GROUP USD0.01	Corporate Stocks - Common	**	211,777
	GALLAGHER(ARTHUR J.)& CO COM USD1	Corporate Stocks - Common	**	28,158
	GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001	Corporate Stocks - Common	**	49,260
	GANNETT CO INC USD1	Corporate Stocks - Common	**	230,694
	GAP INC USD0.05	Corporate Stocks - Common	**	27,356
	GARTNER INC USD0.0005	Corporate Stocks - Common	**	21,315
	GENERAL ELECTRIC CO. USD0.06	Corporate Stocks - Common	**	128,938
	GENERAL MILLS INC USD0.1	Corporate Stocks - Common	**	64,883
	GENERAL MOTORS CO USD0.01	Corporate Stocks - Common	**	8,174
	GENESEE & WYOMING INC USD0.01 A	Corporate Stocks - Common	**	107,768
	GENTEX CORP USD0.06	Corporate Stocks - Common	**	239,837
	GENUINE PARTS CO USD1	Corporate Stocks - Common	**	551,966
	GENWORTH FINANCIAL INC USD0.001	Corporate Stocks - Common	**	246,834
	GEOSPACE TECHNOLOGIES CORP USD0.01	Corporate Stocks - Common	**	121,193
	GILEAD SCIENCES INC USD0.001	Corporate Stocks - Common	**	82,665
	GLOBAL PAYMENTS INC USD0.001	Corporate Stocks - Common	**	296,354
	GNC HLDGS INC USD0.001	Corporate Stocks - Common	**	29,225
	GOLDMAN SACHS GROUP INC USD0.01	Corporate Stocks - Common	**	53,178
	GOODYEAR TIRE & RUBBER CO NPV	Corporate Stocks - Common	**	9,540
	GOOGLE INC USD0.001 A	Corporate Stocks - Common	**	112,071
	GRACE(W.R.)& CO USD0.01	Corporate Stocks - Common	**	39,548
	GREEN MOUNTAIN COFFEE ROASTERS INC USD0.10	Corporate Stocks - Common	**	52,906
	GROUPON INC USD0.0001	Corporate Stocks - Common	**	36,487
	GULFPORT ENERGY CORP USD0.01	Corporate Stocks - Common	**	188,376
	HAIN CELESTIAL GROUP INC USD0.01	Corporate Stocks - Common	**	396,618
	HANESBRANDS INC USD0	Corporate Stocks - Common	**	56,216
	HANOVER INSURANCE GROUP INC USD0.01	Corporate Stocks - Common	**	23,884
	HARMAN INTERNATIONAL INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	420,054
	HARRIS CORP USD1	Corporate Stocks - Common	**	27,924
	HARTFORD FINANCIAL SERVICES GROUP INC/THE COMMON	Corporate Stocks - Common	**	54,345
	HASBRO INC USD0.50	Corporate Stocks - Common	**	5,501
	HCA HLDGS INC USD0.01	Corporate Stocks - Common	**	19,084
	HCC INSURANCE HLDG USD1	Corporate Stocks - Common	**	41,526
	HEALTH MANAGEMENT ASSOCIATES INC COMMON STOCK EUR	Corporate Stocks - Common	**	28,820
	HEALTH NET INC USD0.001	Corporate Stocks - Common	**	112,064
	HEALTHSOUTH CORP USD0.01	Corporate Stocks - Common	**	73,870
	HEICO CORP USD0.01	Corporate Stocks - Common	**	76,784
	HELIX ENERGY SOLUTIONS GROUP INC NPV	Corporate Stocks - Common	**	119,192
	HENRY JACK & ASSOCIATES INC COM STK USD0.01	Corporate Stocks - Common	**	41,447
	HENRY SCHEIN INC NPV	Corporate Stocks - Common	**	57,130
	HERSHEY CO USD1	Corporate Stocks - Common	**	77,784
	HERTZ GLOBAL HOLDINGS INC USD0.01	Corporate Stocks - Common	**	184,141

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	HEWLETT-PACKARD CO USD0.01	Corporate Stocks - Common	**	33,576
	HEXCEL CORP USD0.01	Corporate Stocks - Common	**	155,208
	HILLSHIRE BRANDS CO/THE COMMON STOCK USD 0.01	Corporate Stocks - Common	**	20,064
	HOLLYFRONTIER CORP USD0.01	Corporate Stocks - Common	**	49,094
	HOME DEPOT INC USD0.05	Corporate Stocks - Common	**	148,212
	HONEYWELL INTERNATIONAL INC USD1	Corporate Stocks - Common	**	27,411
	HORMEL FOODS CORP USD0.0586	Corporate Stocks - Common	**	49,687
	HOWARD HUGHES CORP USD0.01	Corporate Stocks - Common	**	36,030
	HUBBELL INC CLASS'B'USD0.01	Corporate Stocks - Common	**	32,670
	HUMANA INC USD0.166	Corporate Stocks - Common	**	20,644
	HUNTINGTON BANCSHARES INC NPV	Corporate Stocks - Common	**	473,834
	HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	Corporate Stocks - Common	**	36,004
	HURON CONSULTING GROUP INC USD0.01	Corporate Stocks - Common	**	180,884
	IAC/INTERACTIVE CORP COM STK USD0.001	Corporate Stocks - Common	**	6,869
	ICON PLC COMMON STOCK USD 0.06	Corporate Stocks - Common	**	217,244
	IDEX CORP USD0.01	Corporate Stocks - Common	**	7,385
	ILLINOIS TOOL WORKS INC NPV	Corporate Stocks - Common	**	16,816
	ILLUMINA INC USD0.01	Corporate Stocks - Common	**	55,310
	IMPERVA INC USD0.0001	Corporate Stocks - Common	**	108,774
	INFOBLOX INC USD0.0001	Corporate Stocks - Common	**	188,214
	INGERSOLL-RAND PLC USD1	Corporate Stocks - Common	**	478,016
	INGREDION INC USD0.01	Corporate Stocks - Common	**	498,047
	INTEGRATED DEVICE TECHNOLOGY INC USD0.001	Corporate Stocks - Common	**	168,380
	INTERACTIVE BROKERS GROUP INC USD1	Corporate Stocks - Common	**	250,921
	INTERCONTINENTALEXCHANGE GROUP INC	Corporate Stocks - Common	**	11,471
	INTERFACE INC USD0.1	Corporate Stocks - Common	**	92,671
	INTERNATIONAL BUSINESS MACHINES CORP COMMON STOCK	Corporate Stocks - Common	**	131,299
	INTERNATIONAL FLAVORS & FRAGRANCES USD0.125	Corporate Stocks - Common	**	25,794
	INTERNATIONAL GAME TECHNOLOGY USD0.00015625	Corporate Stocks - Common	**	574,401
	INTERNATIONAL PAPER CO USD1	Corporate Stocks - Common	**	19,612
	INTERPUBLIC GROUP COMPANIES INC USD0.10	Corporate Stocks - Common	**	26,550
	INTERSIL CORP USD0.01 A	Corporate Stocks - Common	**	120,997
	INVESCO LTD USD0.20	Corporate Stocks - Common	**	10,920
	INVESTMENT TECHNOLOGY GROUP INC COMMON STOCK USD	Corporate Stocks - Common	**	262,407
	IPG PHOTONICS CORP USD0.001	Corporate Stocks - Common	**	107,878
	ISIS PHARMACEUTICAL USD0.001	Corporate Stocks - Common	**	91,234
	ITC HLDGS CORP NPV	Corporate Stocks - Common	**	38,328
	ITT CORP USD1	Corporate Stocks - Common	**	30,394
	JACOBS ENGINEERING GROUP INC USD1	Corporate Stocks - Common	**	25,196
	JANUS CAPITAL GROUP INC COM STK USD0.01	Corporate Stocks - Common	**	130,367
	JARDEN CORP COM STK NPV	Corporate Stocks - Common	**	39,878
	JAZZ PHARMACEUTICALS PLC USD0.0001	Corporate Stocks - Common	**	12,656
	JOHNSON & JOHNSON COMMON STOCK USD 1	Corporate Stocks - Common	**	104,779
	JOHNSON CONTROLS INC USD1	Corporate Stocks - Common	**	10,260
*	JPMORGAN CHASE & CO COMMON STOCK USD 1	Corporate Stocks - Common	**	128,773
	KAISER ALUMINUM CORP USD0.01	Corporate Stocks - Common	**	138,584
	KANSAS CITY SOUTHERN USD0.01	Corporate Stocks - Common	**	61,915
	KAPSTONE PAPER & PACKAGING CORP NPV	Corporate Stocks - Common	**	101,386
	KAR AUCTION SERVICES INC USD0.01	Corporate Stocks - Common	**	17,730
	KELLOGG CO USD0.25	Corporate Stocks - Common	**	79,391
	KEYCORP USD1	Corporate Stocks - Common	**	166,341

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	KIMBERLY-CLARK CORP USD1.25	Corporate Stocks - Common	**	125,352
	KIRBY CORP USD0.10	Corporate Stocks - Common	**	9,925
	KODIAK OIL & GAS CORP COM NPV	Corporate Stocks - Common	**	160,561
	KOHL'S CORP USD0.01	Corporate Stocks - Common	**	490,604
	KRAFT FOODS GROUP INC NPV	Corporate Stocks - Common	**	46,263
	KRISPY KREME DOUGHNUTS INC NPV	Corporate Stocks - Common	**	117,090
	KROGER CO USD1	Corporate Stocks - Common	**	71,154
	L BRANDS INC COMMON STOCK USD 0.5	Corporate Stocks - Common	**	24,740
	L-3 COMMUNICATIONS HLDGS INC USD0.01	Corporate Stocks - Common	**	32,058
	LA-Z-BOY INC USD1	Corporate Stocks - Common	**	133,796
	LABORATORY CORP OF AMERICA HOLDINGS USD0.1	Corporate Stocks - Common	**	18,274
	LAM RESEARCH CORP USD0.001	Corporate Stocks - Common	**	104,544
	LAMAR ADVERTISING CO USD0.001 A	Corporate Stocks - Common	**	5,225
	LAREDO PETROLEUM INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	165,586
	LEAR CORP COM NEW WI	Corporate Stocks - Common	**	48,582
	LEGGETT & PLATT INC COM STK USD0.01	Corporate Stocks - Common	**	12,376
	LEIDOS HOLDINGS INC COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	13,947
	LENNOX INTERNATIONAL INC USD0.01	Corporate Stocks - Common	**	293,457
	LEUCADIA NATIONAL CORP USD1	Corporate Stocks - Common	**	8,502
	LEXMARK INTERNATIONAL INC USD0.01 A	Corporate Stocks - Common	**	14,208
	LIBERTY GLOBAL PLC USD0.01 A	Corporate Stocks - Common	**	161,873
	LIBERTY INTERACTIVE CORP	Corporate Stocks - Common	**	41,090
	LIBERTY MEDIA CORP (NEW) USD0.01 A	Corporate Stocks - Common	**	118,771
	LIBERTY VENTURES - SER A	Corporate Stocks - Common	**	36,777
	LIFE TECHNOLOGIES CORP COMMON STOCK EUR 0.01	Corporate Stocks - Common	**	60,640
	LILLY(ELI)& CO NPV	Corporate Stocks - Common	**	40,800
	LINCOLN ELECTRIC HLDGS INC NPV	Corporate Stocks - Common	**	7,134
	LINCOLN NATIONAL CORP USD1.25	Corporate Stocks - Common	**	30,972
	LINKEDIN CORP USD0.0001 A	Corporate Stocks - Common	**	43,366
	LIONS GATE ENTERTAINMENT CORP COM NPV	Corporate Stocks - Common	**	242,389
	LITTELFUSE INC USD0.01	Corporate Stocks - Common	**	135,957
	LKQ CORP USD0.01	Corporate Stocks - Common	**	49,350
	LOCKHEED MARTIN CORP USD1	Corporate Stocks - Common	**	29,732
	LOEWS CORP USD0.01	Corporate Stocks - Common	**	24,120
	LOWES COMPANIES INC USD0.50	Corporate Stocks - Common	**	109,010
	LPL FINANCIAL HLDGS INC USD0.001	Corporate Stocks - Common	**	9,406
	LYONDELLBASELL INDUSTRIES NV COMMON STOCK USD	Corporate Stocks - Common	**	120,420
	M & T BANK CORP USD5	Corporate Stocks - Common	**	23,284
	MACY'S INC COM STK USD0.01	Corporate Stocks - Common	**	5,340
	MADISON SQUARE GARDEN CO/THE	Corporate Stocks - Common	**	28,790
	MAGELLAN HEALTH SERVICES INC	Corporate Stocks - Common	**	78,961
	MALLINCKRODT PLC COMMON STOCK USD 0.2	Corporate Stocks - Common	**	1,307
	MANPOWERGROUP INC COM	Corporate Stocks - Common	**	8,586
	MARATHON OIL CORP USD1	Corporate Stocks - Common	**	7,060
	MARATHON PETROLEUM CORP USD0.01	Corporate Stocks - Common	**	151,355
	MARKEL CORP NPV	Corporate Stocks - Common	**	58,035
	MARSH & MCLENNAN COS INC COM USD1	Corporate Stocks - Common	**	514,550
	MARTIN MARIETTA MATERIALS INC USD0.01	Corporate Stocks - Common	**	182,990
	MARVELL TECH GROUP COM NPV	Corporate Stocks - Common	**	14,380
	MASCO CORP USD1	Corporate Stocks - Common	**	496,955
	MASTERCARD INC USD0.0001	Corporate Stocks - Common	**	83,546

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	MATTEL INC USD1	Corporate Stocks - Common	**	90,402
	MCCORMICK & CO INC COM NON.VTG NPV	Corporate Stocks - Common	**	89,596
	MCDONALD'S CORP USD0.01	Corporate Stocks - Common	**	386,665
	MCGRRAW-HILL FINANCIAL INC COM STK USD1	Corporate Stocks - Common	**	78,200
	MCKESSON CORP USD0.01	Corporate Stocks - Common	**	16,140
	MEDIDATA SOLUTION INC USD0.01	Corporate Stocks - Common	**	111,085
	MEDNAX INC COM STK USD0.01	Corporate Stocks - Common	**	10,676
	MEDTRONIC INC USD0.10	Corporate Stocks - Common	**	28,695
	MERCK & CO INC(NEW) COM STK USD0.50	Corporate Stocks - Common	**	53,453
	METHANEX CORP COM NPV	Corporate Stocks - Common	**	106,158
	METHODE ELECTRONICS INC COM CLASS'A'USD0.5	Corporate Stocks - Common	**	72,483
	METLIFE INC USD0.01	Corporate Stocks - Common	**	5,392
	MICRON TECHNOLOGY INC USD0.10	Corporate Stocks - Common	**	63,104
	MICROSOFT CORP COMMON STOCK USD 0.00000625	Corporate Stocks - Common	**	1,135,813
	MOBILE MINI USD0.01	Corporate Stocks - Common	**	143,306
	MOHAWK INDUSTRIES USD0.01	Corporate Stocks - Common	**	14,890
	MONDELEZ INTERNATIONAL INC COMMON STOCK USD 0	Corporate Stocks - Common	**	37,948
	MONSANTO CO USD0.01	Corporate Stocks - Common	**	46,620
	MOODYS CORP USD1	Corporate Stocks - Common	**	78,470
	MORGAN STANLEY USD0.01	Corporate Stocks - Common	**	43,904
	MOTOROLA SOLUTIONS INC USD0.01	Corporate Stocks - Common	**	35,640
	MWI VETERINARY SUPPLY INC USD0.01	Corporate Stocks - Common	**	90,413
	MYLAN INC USD0.50	Corporate Stocks - Common	**	43,400
	NASDAQ OMX GROUP INC USD0.01	Corporate Stocks - Common	**	31,840
	NATIONAL OILWELL VARCO INC USD0.01	Corporate Stocks - Common	**	615,960
	NATIONAL PENN BANCSHARES NPV	Corporate Stocks - Common	**	102,638
	NATURAL GROCERS BY VITA COTTAGE USD0.001	Corporate Stocks - Common	**	52,723
	NAVISTAR INTERNATIONAL CORP USD0.10	Corporate Stocks - Common	**	119,802
	NCR CORP USD0.01	Corporate Stocks - Common	**	13,624
	NETFLIX INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	36,817
	NETSUITE INC USD0.01	Corporate Stocks - Common	**	30,906
	NEWELL RUBBERMAID INC USD1	Corporate Stocks - Common	**	61,579
	NEWS CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	32,436
	NEXTERA ENERGY INC USD0.01	Corporate Stocks - Common	**	85,620
	NIELSEN HOLDINGS NV COMMON STOCK USD 0.07	Corporate Stocks - Common	**	13,767
	NIKE INC NPV B	Corporate Stocks - Common	**	23,592
	NISOURCE INC COM STK NPV	Corporate Stocks - Common	**	75,624
	NOBLE ENERGY INC USD0.01	Corporate Stocks - Common	**	13,622
	NORTHEAST UTILITIES USD5	Corporate Stocks - Common	**	21,195
	NORTHERN TRUST CORP USD1.666	Corporate Stocks - Common	**	30,945
	NORTHROP GRUMMAN CORP USD1	Corporate Stocks - Common	**	68,766
	NRG ENERGY INC USD0.01	Corporate Stocks - Common	**	217,812
	NU SKIN ENTERPRISES INC USD0.001 A	Corporate Stocks - Common	**	13,822
	O REILLY AUTOMOTIVE INC USD0.01	Corporate Stocks - Common	**	38,613
	OCCIDENTAL PETROLEUM CORP COM USD0.20	Corporate Stocks - Common	**	482,157
	OCEANEERING INTERNATIONAL INC USD0.25	Corporate Stocks - Common	**	15,776
	OFG BANCORP COMMON STOCK USD 1	Corporate Stocks - Common	**	162,302
	OGE ENERGY CORP USD0.01	Corporate Stocks - Common	**	13,560
	OLD DOMINION FREIGHT LINE INC USD0.10	Corporate Stocks - Common	**	176,185
	OLD REPUBLIC INTERNATIONAL CORP USD1	Corporate Stocks - Common	**	37,994
	OMNICARE INC USD1	Corporate Stocks - Common	**	232,326

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	OMNICOM GROUP INC USD0.15	Corporate Stocks - Common	**	89,244
	OPENTABLE INC NPV	Corporate Stocks - Common	**	138,104
	ORACLE CORP USD0.01	Corporate Stocks - Common	**	739,413
	OSHKOSH CORPORATION	Corporate Stocks - Common	**	105,546
	OWENS CORNING INC USD0.01	Corporate Stocks - Common	**	135,516
	OWENS-ILLINOIS INC USD0.01	Corporate Stocks - Common	**	7,156
	PACIRA PHARMACEUTICALS INC/DE COMMON STOCK USD	Corporate Stocks - Common	**	105,782
	PACKAGING CORP OF AMERICA USD0.01	Corporate Stocks - Common	**	50,624
	PANDORA MEDIA INC USD0.0001	Corporate Stocks - Common	**	393,946
	PARTNERRE USD1	Corporate Stocks - Common	**	42,172
	PATTERSON COS INC COM STK USD0.01	Corporate Stocks - Common	**	8,240
	PAYCHEX INC USD0.01	Corporate Stocks - Common	**	40,977
	PDC ENERGY INC NPV	Corporate Stocks - Common	**	171,635
	PEOPLE'S UTD FINL COM STK USD0.01	Corporate Stocks - Common	**	7,560
	PEPSICO INC CAP STK USD0.0166	Corporate Stocks - Common	**	480,306
	PERKINELMER INC USD1	Corporate Stocks - Common	**	12,369
	PETSMART INC USD0.0001	Corporate Stocks - Common	**	7,275
	PFIZER INC USD0.05	Corporate Stocks - Common	**	165,525
	PHILIP MORRIS INTERNATIONAL INC NPV	Corporate Stocks - Common	**	95,843
	PHILLIPS 66 USD0.01	Corporate Stocks - Common	**	25,684
	PINNACLE WEST CAPITAL CORP USD2.50	Corporate Stocks - Common	**	177,017
	PIONEER NATURAL RESOURCES CO USD0.01	Corporate Stocks - Common	**	18,407
	PITNEY BOWES INC USD1	Corporate Stocks - Common	**	400,760
	PLEXUS CORP USD0.01	Corporate Stocks - Common	**	160,130
	PNM RESOURCES INC USD5	Corporate Stocks - Common	**	102,245
	POLARIS INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	14,564
	POLYONE CORP USD0.01	Corporate Stocks - Common	**	212,736
	POPULAR INC NPV	Corporate Stocks - Common	**	212,027
	PPG INDUSTRIES INC USD1.666	Corporate Stocks - Common	**	75,864
	PPL CORP USD0.01	Corporate Stocks - Common	**	6,018
	PRAXAIR INC USD0.01	Corporate Stocks - Common	**	613,091
	PRICE T ROWE GROUP INC USD0.20	Corporate Stocks - Common	**	16,754
	PRIMORIS SERVICES CORP COM STK NPV	Corporate Stocks - Common	**	171,059
	PRINCIPAL FINANCIAL GROUP USD0.01	Corporate Stocks - Common	**	34,517
	PRIVATEBANCORP INC NPV	Corporate Stocks - Common	**	157,090
	PROASSURANCE CORP COM STK USD0.01	Corporate Stocks - Common	**	9,696
	PROCTER & GAMBLE CO NPV	Corporate Stocks - Common	**	87,272
	PROGRESS SOFTWARE CORP USD0.01	Corporate Stocks - Common	**	98,412
	PROGRESSIVE CORP(OHIO) USD1	Corporate Stocks - Common	**	27,270
	PROOFPOINT INC USD0.0001	Corporate Stocks - Common	**	209,966
	PROTECTIVE LIFE CORP USD0.50	Corporate Stocks - Common	**	20,264
	PRUDENTIAL FINANCIAL INC USD0.01	Corporate Stocks - Common	**	9,222
	PTC INC	Corporate Stocks - Common	**	122,272
	PUBLIC SERVICE ENTERPRISE GROUP INC NPV	Corporate Stocks - Common	**	3,204
	PUMA BIOTECHNOLOGY INC USD0.0001	Corporate Stocks - Common	**	119,060
	QUEST DIAGNOSTICS INC USD0.01	Corporate Stocks - Common	**	5,354
	QUESTAR CORP NPV	Corporate Stocks - Common	**	16,093
	RAYMOND JAMES FINANCIAL INC USD0.01	Corporate Stocks - Common	**	10,438
	RAYONIER INC NPV	Corporate Stocks - Common	**	50,520
	RAYTHEON CO USD0.01	Corporate Stocks - Common	**	36,280
	RED ROBIN GOURMET BURGERS INC USD0.001	Corporate Stocks - Common	**	91,925

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	REGAL BELOIT CORP USD0.01	Corporate Stocks - Common	**	184,963
	REGENERON PHARMACEUTICALS INC USD0.001	Corporate Stocks - Common	**	27,524
	REGIONS FINANCIAL CORP (NEW) USD0.01	Corporate Stocks - Common	**	17,802
	REINSURANCE GROUP OF AMERICA USD0.01	Corporate Stocks - Common	**	30,964
	RENAISSANCERE HLDGS USD1	Corporate Stocks - Common	**	19,468
	REPUBLIC SERVICES INC USD0.01	Corporate Stocks - Common	**	53,120
	RESMED INC USD0.004	Corporate Stocks - Common	**	32,956
	REYNOLDS AMERICAN INC COM STK USD0.0001	Corporate Stocks - Common	**	54,989
	RITE AID CORP USD1	Corporate Stocks - Common	**	77,545
	ROBERT HALF INTERNATIONAL INC USD1	Corporate Stocks - Common	**	4,199
	ROCK-TENN CO COMMON STOCK USD 0.01	Corporate Stocks - Common	**	566,949
	ROCKWELL COLLINS INC USD0.01	Corporate Stocks - Common	**	369,230
	ROCKWOOD HLDGS INC USD0.01	Corporate Stocks - Common	**	218,349
	ROPER INDUSTRIES INC USD0.01	Corporate Stocks - Common	**	55,472
	ROVI CORP COM	Corporate Stocks - Common	**	5,907
	RPM INTERNATIONAL INC COM STK USD0.01	Corporate Stocks - Common	**	8,302
	RTI INTERNATIONAL METALS INC USD0.01	Corporate Stocks - Common	**	123,430
	RYLAND GROUP INC USD1	Corporate Stocks - Common	**	406,014
	SAFEWAY INC USD0.01	Corporate Stocks - Common	**	32,570
	SALIX PHARMACEUTICALS LTD COM NPV	Corporate Stocks - Common	**	26,982
	SANDISK CORP USD0.001	Corporate Stocks - Common	**	14,108
	SBA COMMUNICATIONS USD0.01	Corporate Stocks - Common	**	80,856
	SCANA CORP(NEW) NPV	Corporate Stocks - Common	**	23,465
	SCHWAB(CHARLES)CORP USD0.01	Corporate Stocks - Common	**	44,200
	SCRIPPS NETWORKS INTERACTIVE INC 'A' USD0.01	Corporate Stocks - Common	**	34,564
	SEADRILL LTD USD2	Corporate Stocks - Common	**	8,216
	SEAGATE TECHNOLOGY PLC USD0.00001	Corporate Stocks - Common	**	389,189
	SEALED AIR CORP USD0.1	Corporate Stocks - Common	**	27,240
	SEI INVESTMENT CO USD0.01	Corporate Stocks - Common	**	41,676
	SEMPRA ENERGY CORP NPV	Corporate Stocks - Common	**	98,736
	SERVICE CORPORATION INTERNATIONAL USD1	Corporate Stocks - Common	**	10,878
	SERVICENOW INC USD0.001	Corporate Stocks - Common	**	5,601
	SFX ENTERTAINMENT INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	55,920
	SHERWIN-WILLIAMS CO USD1	Corporate Stocks - Common	**	128,450
	SHUTTERFLY INC COM STK USD0.0001	Corporate Stocks - Common	**	293,357
	SHUTTERSTOCK INC USD0.01	Corporate Stocks - Common	**	95,338
	SIGMA ALDRICH CORP USD1	Corporate Stocks - Common	**	9,401
	SIGNATURE BANK COMMON SHS	Corporate Stocks - Common	**	110,643
	SIGNET JEWELERS LTD USD0.18	Corporate Stocks - Common	**	23,610
	SIRONA DENTAL SYSTEMS INC USD0.01	Corporate Stocks - Common	**	28,080
	SIX FLAGS ENTMT CORP NEW COM	Corporate Stocks - Common	**	11,046
	SLM CORP COM STK USD0.20	Corporate Stocks - Common	**	57,816
	SMITH(A.O.)CORP USD1	Corporate Stocks - Common	**	283,185
	SMUCKER(J.M.)CO NPV	Corporate Stocks - Common	**	395,310
	SNAP-ON INC USD1	Corporate Stocks - Common	**	43,808
	SOLERA HOLDINGS INC USD0.01	Corporate Stocks - Common	**	7,076
	SONOCO PRODUCTS CO NPV	Corporate Stocks - Common	**	20,860
	SONUS NETWORKS INC USD0.001	Corporate Stocks - Common	**	100,356
	SOUTHWEST AIRLINES CO USD1	Corporate Stocks - Common	**	56,520
	SPECTRA ENERGY CORP COM USD0.001	Corporate Stocks - Common	**	17,810
	SPIRIT AEROSYSTEMS HOLDINGS INC USD0.01 A	Corporate Stocks - Common	**	194,597

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	SPLUNK INC USD0.001	Corporate Stocks - Common	**	27,468
	SPRINT CORP COMMON STOCK USD 0.01	Corporate Stocks - Common	**	36,238
	ST JUDE MEDICAL INC USD0.10	Corporate Stocks - Common	**	18,585
	STANCORP FINANCIAL GROUP NPV	Corporate Stocks - Common	**	26,500
	STAPLES INC USD0.0006	Corporate Stocks - Common	**	318,436
	STARBUCKS CORP NPV	Corporate Stocks - Common	**	7,839
	STARZ SERIES A COMMON STOCK USD0.01 A (LIBERTY	Corporate Stocks - Common	**	26,638
	STATE STREET CORP USD1	Corporate Stocks - Common	**	51,373
	STERICYCLE INC USD0.01	Corporate Stocks - Common	**	11,617
	STRYKER CORP USD0.10	Corporate Stocks - Common	**	15,028
	SUNPOWER CORP COM	Corporate Stocks - Common	**	114,500
	SUNTRUST BANKS INC USD1	Corporate Stocks - Common	**	22,086
	SUPERIOR ENERGY SERVICES INC USD0.001	Corporate Stocks - Common	**	105,881
	SUSQUEHANNA BANCHARE USD2	Corporate Stocks - Common	**	135,539
	SVB FINANCIAL GROUP USD0.001	Corporate Stocks - Common	**	20,972
	SYMANTEC CORP USD0.01	Corporate Stocks - Common	**	9,432
	SYNERGY RESOURCES CORP USD0.001	Corporate Stocks - Common	**	72,719
	SYNOVUS FINANCIAL CORP USD1	Corporate Stocks - Common	**	160,034
	SYSCO CORP USD1	Corporate Stocks - Common	**	10,830
	T-MOBILE US INC USD0.001	Corporate Stocks - Common	**	50,460
	TARGET CORP USD0.0833	Corporate Stocks - Common	**	18,981
	TASER INTERNATIONAL INC NPV	Corporate Stocks - Common	**	83,799
	TCF FINANCIAL USD0.01	Corporate Stocks - Common	**	17,875
	TD AMERITRADE HOLDING CORP COM STK USD0.01	Corporate Stocks - Common	**	27,576
	TECH DATA CORP USD0.0015	Corporate Stocks - Common	**	32,766
	TELEFLEX INC USD1	Corporate Stocks - Common	**	28,158
	TENET HEALTHCARE CORP COM NEW	Corporate Stocks - Common	**	4,212
	TERADATA CORPORATION USD0.01	Corporate Stocks - Common	**	155,940
	TEREX CORP USD0.01	Corporate Stocks - Common	**	215,409
	TESARO INC USD0.0001	Corporate Stocks - Common	**	33,606
	TESLA MOTORS INC USD0.001	Corporate Stocks - Common	**	90,228
	TESORO CORP USD0.1666	Corporate Stocks - Common	**	5,850
	TEXAS INSTRUMENTS INC USD1	Corporate Stocks - Common	**	587,077
	TEXTRON INC USD0.125	Corporate Stocks - Common	**	144,834
	THERMO FISHER SCIENTIFIC INC USD1	Corporate Stocks - Common	**	55,675
	THOMSON REUTERS CORP	Corporate Stocks - Common	**	15,128
	THOR INDUSTRIES USD0.10	Corporate Stocks - Common	**	5,523
	TIME WARNER CABLE INC USD0.01	Corporate Stocks - Common	**	135,500
	TIME WARNER INC USD0.01	Corporate Stocks - Common	**	816,421
	TJX COS INC/THE COMMON STOCK USD 1	Corporate Stocks - Common	**	669,165
	TORCHMARK CORP USD1	Corporate Stocks - Common	**	58,613
*	TOWERS WATSON & CO CLASS A USD0.01	Corporate Stocks - Common	**	38,283
	TRACTOR SUPPLY CO USD0.008	Corporate Stocks - Common	**	7,758
	TRANSDIGM GROUP INC USD0.01	Corporate Stocks - Common	**	48,306
	TRAVELERS COS INC/THE	Corporate Stocks - Common	**	63,921
	TRIPADVISOR INC USD0.001	Corporate Stocks - Common	**	49,698
	TRIQUINT SEMI CONDUCTOR INC USD0.001	Corporate Stocks - Common	**	84,059
	TRIUMPH GROUP INC USD0.001	Corporate Stocks - Common	**	7,607
	TRULIA INC USD0.000033	Corporate Stocks - Common	**	61,476
	TUPPERWARE BRANDS CORP COM STK USD0.01	Corporate Stocks - Common	**	28,359
	TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	Corporate Stocks - Common	**	98,504

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DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	TYSON FOODS INC(DEL) USD0.10 A	Corporate Stocks - Common	**	66,920
	UGI CORP COM NPV	Corporate Stocks - Common	**	161,196
	UNDER ARMOUR INC USD0.000333 A	Corporate Stocks - Common	**	8,730
	UNION PACIFIC CORP USD2.50	Corporate Stocks - Common	**	84,000
	UNITED NATURAL FOODS INC USD0.01	Corporate Stocks - Common	**	279,697
	UNITED TECHNOLOGIES CORP USD1	Corporate Stocks - Common	**	367,005
	UNITED THERAPEUTICS CORP USD0.01	Corporate Stocks - Common	**	45,232
	UNITEDHEALTH GROUP INC USD0.01	Corporate Stocks - Common	**	629,132
	UNIVERSAL HEALTH SERVICES INC CLASS'B'COM USD0.01	Corporate Stocks - Common	**	193,724
	UNUM GROUP COM	Corporate Stocks - Common	**	45,604
	URS CORP USD0.01	Corporate Stocks - Common	**	10,598
	US BANCORP DELAWARE USD0.01	Corporate Stocks - Common	**	83,951
	VALERO ENERGY CORP(NEW) USD0.01	Corporate Stocks - Common	**	5,040
	VALIDUS HOLDING LTD USD0.175	Corporate Stocks - Common	**	28,203
	VALSPAR CORP USD0.50	Corporate Stocks - Common	**	7,129
	VANTIV INC USD0.00001 A	Corporate Stocks - Common	**	6,522
	VCA ANTECH INC USD0.01	Corporate Stocks - Common	**	163,542
	VECTREN CORP COM NPV	Corporate Stocks - Common	**	398,630
	VERINT SYSTEMS INC USD0.001	Corporate Stocks - Common	**	65,269
	VERISK ANALYTICS INC NPV	Corporate Stocks - Common	**	13,144
	VERIZON COMMUNICATIONS INC COMMON STOCK USD 0.1	Corporate Stocks - Common	**	80,590
	VF CORP NPV	Corporate Stocks - Common	**	24,936
	VIACOM INC NEW CLASS'B' NON-VTG COM USD0.001	Corporate Stocks - Common	**	96,074
	VIASAT INC USD0.01	Corporate Stocks - Common	**	121,290
	VINCE HOLDING CORP COMMON STOCK USD 0.001	Corporate Stocks - Common	**	54,286
	VISA INC USD0.0001 'A'	Corporate Stocks - Common	**	802,761
	VISHAY INTL USD0.10	Corporate Stocks - Common	**	126,779
	VISTEON CORP USD0.01 WI	Corporate Stocks - Common	**	525,734
	WABTEC CORPORATIONCOM USD0.01	Corporate Stocks - Common	**	525,089
	WADDELL & REED FINANCIAL INC USD0.01 A	Corporate Stocks - Common	**	191,713
	WAGeworks INC USD0.001	Corporate Stocks - Common	**	137,306
	WAL-MART STORES INC USD0.10	Corporate Stocks - Common	**	23,607
	WALGREEN CO USD0.078125	Corporate Stocks - Common	**	51,696
	WALT DISNEY(HLDG)CO DISNEY USD0.01	Corporate Stocks - Common	**	113,301
	WASTE CONNECTIONS INC USD0.01	Corporate Stocks - Common	**	17,452
	WASTE MANAGEMENT INC USD0.01	Corporate Stocks - Common	**	22,435
	WATERS CORP USD0.01	Corporate Stocks - Common	**	10,000
	WEBMD HEALTH CORP USD0.01	Corporate Stocks - Common	**	223,570
	WELLCARE HEALTH PLANS INC USD0.01	Corporate Stocks - Common	**	85,560
	WELLPOINT INC COM STK USD0.01	Corporate Stocks - Common	**	64,673
*	WELLS FARGO & CO COM STK USD1 2/3	Corporate Stocks - Common	**	102,513
	WENDY'S COMPANY(THE) USD0.10 A	Corporate Stocks - Common	**	18,312
	WESTAR ENERGY INC COM USD5	Corporate Stocks - Common	**	9,651
	WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	Corporate Stocks - Common	**	203,478
	WESTERN DIGITAL CORP USD0.01	Corporate Stocks - Common	**	16,780
	WESTERN UNION COMPANY (THE) USD0.01	Corporate Stocks - Common	**	20,700
	WHIRLPOOL CORP USD1	Corporate Stocks - Common	**	47,058
	WHITEWAVE FOODS CO/THE COMMON STOCK USD 0.01	Corporate Stocks - Common	**	234,126
	WILLIAMS COMPANIES INC USD1	Corporate Stocks - Common	**	3,857
	WILLIAMS-SONOMA INC USD0.01	Corporate Stocks - Common	**	5,828
	WISCONSIN ENERGY CORP USD0.01	Corporate Stocks - Common	**	412,780

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	WORKDAY INC USD0.001	Corporate Stocks - Common	**	24,948
	WYNDHAM WORLDWIDE USD0.01	Corporate Stocks - Common	**	223,649
	XCEL ENERGY INC USD2.5	Corporate Stocks - Common	**	27,940
	XEROX CORP USD1	Corporate Stocks - Common	**	10,953
	XILINX INC USD0.01	Corporate Stocks - Common	**	9,184
	XL GROUP PLC ORD USD0.01	Corporate Stocks - Common	**	50,944
	YAHOO INC COMMON STOCK USD 0.001	Corporate Stocks - Common	**	105,144
	YELP INC USD0.000001	Corporate Stocks - Common	**	203,747
	ZEBRA TECHNOLOGIES USD0.01 A	Corporate Stocks - Common	**	16,224
	ZILLOW INC USD0.0001	Corporate Stocks - Common	**	96,932
	ZIMMER HOLDINGS INC USD0.01	Corporate Stocks - Common	**	9,319
	ZIONS BANCORP NPV	Corporate Stocks - Common	**	257,566
	APARTMENT INVESTMENT & MANAGEMENT USD0.01 A	Corporate Stocks - Common	**	7,773
	CUBESMART USD0.01	Corporate Stocks - Common	**	106,160
	DDR CORP NPV	Corporate Stocks - Common	**	139,452
	DIAMONDROCK HOSPIT COM USD0.01	Corporate Stocks - Common	**	140,852
	EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01	Corporate Stocks - Common	**	7,246
	EXTRA SPACE STORAGE INC USD0.01	Corporate Stocks - Common	**	37,917
	HEALTH CARE REIT INC USD1	Corporate Stocks - Common	**	42,856
	LEXINGTON REALTY TRUST COM STK USD0.0001	Corporate Stocks - Common	**	118,048
	MEDICAL PROPERTIES TRUST INC USD0.001	Corporate Stocks - Common	**	103,125
	MFA FINANCIAL INC COM STK USD0.01	Corporate Stocks - Common	**	16,944
	NATIONAL RETAIL PPTYS INC COM	Corporate Stocks - Common	**	18,198
	NORTHSTAR REALTY FINANCE CORP USD0.01	Corporate Stocks - Common	**	159,961
	OMEGA HEALTHCARE INVESTORS USD0.10	Corporate Stocks - Common	**	11,920
	PENNSYLVANIA REAL ESTATE INV TRUST SHS BNF INT	Corporate Stocks - Common	**	91,446
	PLUM CREEK TIMBER CO INC NPV	Corporate Stocks - Common	**	9,302
	PUBLIC STORAGE COM STK USD0.10	Corporate Stocks - Common	**	30,104
	RETAIL PROPERTIES OF AMERICA INC USD0.001 A	Corporate Stocks - Common	**	15,264
	RYMAN HOSPITALITY PROPERTIES INC REIT USD 0.01	Corporate Stocks - Common	**	100,899
	SENIOR HOUSING PROPERTIES TRUST SHS OF BENEFICIAL	Corporate Stocks - Common	**	24,453
	SIMON PROPERTY GROUP INC USD0.0001	Corporate Stocks - Common	**	30,432
	SUNSTONE HOTEL INVESTORS INC USD0.01	Corporate Stocks - Common	**	152,291
	VENTAS INC USD0.25	Corporate Stocks - Common	**	11,456
	WEYERHAEUSER CO USD1.25	Corporate Stocks - Common	**	37,884
	WP CAREY INC REIT USD 0.001	Corporate Stocks - Common	**	6,135
	LOOMIS SAYLES FUNDS II SHSCORE VALE	Mutual Funds	**	10,322,416
	MAINSTAY FUNDS LARGE CAP GROWTH FUND	Mutual Funds	**	8,291,045
	TROWE INTERNATIIONAL STOCK	Mutual Funds	**	17,457,152
	VANGUARD INSTITUTIONAL INDEX	Mutual Funds	**	51,166,810
	VANGUARD TOTAL BOND MARKET - IS	Mutual Funds	**	45,415,316
	VANGUARD EXTENDED MARKET	Mutual Funds	**	18,801,585
	VANGUARD SMALL-CAP VALUE INDEX	Mutual Funds	**	15,118,559
	VANGUARD REIT INDEX	Mutual Funds	**	8,317,031
	VANGUARD TOTAL STOCK INDEX - IS	Mutual Funds	**	43,131,189
*	WELLS FARGO STABLE RETURN FUND G	Collective Funds	**	8,435,025
*	WELLS FARGO SHORT TERM INVESTMENT FUND G	Collective Funds	**	3,730,678
*	WELLS FARGO FIXED INCOME FUND A	Collective Funds	**	20,268,736
*	WELLS FARGO FIXED INCOME FUND F	Collective Funds	**	62,644,750
*	WELLS FARGO FIXED INCOME FUND L	Collective Funds	**	33,200,585
	BLACKROCK MSCI ACWI	Collective Funds	**	55,318,306

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(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	BLACKROCK US TIPS	Collective Funds	**	9,520,218
*	JPMCB SmartRetirement Passive Blend 2015-C	Collective Funds	**	6,172,721
*	JPMCB SmartRetirement Passive Blend 2020-C	Collective Funds	**	24,251,623
*	JPMCB SmartRetirement Passive Blend 2025-C	Collective Funds	**	664,127
*	JPMCB SmartRetirement Passive Blend 2030-C	Collective Funds	**	30,988,391
*	JPMCB SmartRetirement Passive Blend 2035-C	Collective Funds	**	833,010
*	JPMCB SmartRetirement Passive Blend 2040-C	Collective Funds	**	19,720,675
*	JPMCB SmartRetirement Passive Blend 2055-C	Collective Funds	**	122,281
*	JPMCB SmartRetirement Passive Blend 2045-C	Collective Funds	**	842,154
*	JPMCB SmartRetirement Passive Blend 2050-C	Collective Funds	**	827,205
*	JPMCB SmartRetirement Passive Blend Income-C	Collective Funds	**	4,598,079
	SSGA S&P 500 FLAGSHIP NON-LENDING SERIES FUND	Collective Funds	**	16,836,670
	INSURANCE FUND	Insurance Contracts	**	993,977
*	JPMII CISC BROKERAGE	Self-Directed Accounts	**	4,314,446
	MONUMENTAL LIFE INS CO - WRAPPER VALUE	Insurance Wrapper Contracts	**	62,115
*	PARTICIPANTS	Participant Loans	**	
		4.00% - 5.00% Interest	-	15,533,331
	TOTAL INVESTMENTS			<u>\$ 618,861,446</u>

* Indicates Party-In-Interest

**Cost omitted for participant-directed accounts