

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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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>RIPPE & KINGSTON CO. 401K PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RIPPE & KINGSTON CO.</u> <u>1077 CELESTIAL STREET</u> <u>CINCINNATI, OH 45202</u>	1c Effective date of plan <u>11/01/1987</u>	2b Employer Identification Number (EIN) <u>31-1192250</u>
	2c Sponsor's telephone number <u>513-241-1375</u>	2d Business code (see instructions) <u>541211</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.	<u>09/18/2014</u>	<u>MARK H. ANDERSON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature.	<u>09/18/2014</u>	<u>RICHARD A. DAESCHNER</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	133
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	102
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	35
d Subtotal. Add lines 6a , 6b , and 6c		6d	137
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	137
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	130
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 3D 2R 2F			
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>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 RIPPE & KINGSTON CO. 401K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RIPPE & KINGSTON CO.	D Employer Identification Number (EIN) 31-1192250

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
ING LIFE INSURANCE & ANNUITY CO.

(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
71-0294708	86509	PHZ518	137	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
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(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
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(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** 335594**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. **6d**

Specify nature of costs ▶

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 ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 249711**c** Additions: (1) Contributions deposited during the year **7c(1)** 31847(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 10115(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 45135

▶ *

(6) Total additions **7c(6)** 87097**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 336808**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 1164(2) Administration charge made by carrier **7e(2)** 50(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**

▶

(5) Total deductions **7e(5)** 1214**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 335594

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)	
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)	
(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)	
(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 <u>RIPPE & KINGSTON CO. 401K 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>RIPPE & KINGSTON CO.</u>	D Employer Identification Number (EIN) <u>31-1192250</u>

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
ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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(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)

RIPPE & KINGSTON CO PSC

31-1192550

(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?
99	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	5100	Yes ☐ No ☒

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

ING LIFE INSURANCE AND ANNUITY COMP

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?
64	RECORDKEEPER	945	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RIPPE & KINGSTON CO PSC	99	5100
(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.	
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	OTHER FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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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>RIPPE & KINGSTON CO. 401K 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>RIPPE & KINGSTON CO.</u>	D Employer Identification Number (EIN) <u>31-1192250</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	138588	197250
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	9166726	11129079
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	249711	335594
	(15) Other.....	1c(15)	1725916	2407571

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	11280941	14069494

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11280941	14069494
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	80787	
(B) Participants	2a(1)(B)	617169	
(C) Others (including rollovers)	2a(1)(C)	21989	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		719945
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13733	
(F) Other	2b(1)(F)	10115	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		23848
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	582315	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		582315
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		1667935
c Other income	2c		158530
d Total income. Add all income amounts in column (b) and enter total	2d		3152573

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	361677	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		361677
f Corrective distributions (see instructions)	2f		1360
g Certain deemed distributions of participant loans (see instructions)	2g		38
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	945	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		945
j Total expenses. Add all expense amounts in column (b) and enter total	2j		364020

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2788553
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: **BALESTRA, HARR & ASSOCIATES**

(2) EIN: **31-1413363**

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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>RIPPE & KINGSTON CO. 401K 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>RIPPE & KINGSTON CO.</u>	D Employer Identification Number (EIN) <u>31-1192250</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
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>71-0294708</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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): _____

RIPPE & KINGSTON 401(K) PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2013 AND 2012 AND FOR
THE YEAR ENDED DECEMBER 31, 2013**

with

INDEPENDENT AUDITORS' REPORT

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Independent Auditors' Report

To the Trustees of the Rippe &
Kingston 401(k) Plan
Cincinnati, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Rippe & Kingston 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 discussed in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by ING Life Insurance and Annuity Company, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the 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 end of year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental 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 or provided by the 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.

Circleville, OH
August 26, 2014

Balustra, Hare & Scheer, CPAs

RIPPE & KINGSTON 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

<u>ASSETS</u>	<u>2013</u>	<u>2012</u>
INVESTMENTS at fair value (see Notes 3, 4 and 9)	\$ 13,881,105	\$ 11,164,166
RECEIVABLE:		
Notes receivable from participants	<u>197,250</u>	<u>138,588</u>
Total assets	<u>14,078,355</u>	<u>11,302,754</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,078,355	11,302,754
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(8,861)</u>	<u>(21,813)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 14,069,494</u></u>	<u><u>\$ 11,280,941</u></u>

The accompanying notes are an integral part of the financial statements.

RIPPE & KINGSTON 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2013

ADDITIONS:

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Interest, dividends and other earnings \$ 650,829

Net appreciation of investments (see Note 4) 1,768,066

Interest income on notes receivable from participants 13,733

Contributions:

Participant 617,169

Employer (see Note 1) 80,787

Rollovers 21,989

719,945

Total additions 3,152,573

DEDUCTIONS:

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Distributions to participants 363,075

Administrative expenses 945

Total deductions 364,020

Net increase 2,788,553

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year 11,280,941

End of year \$ 14,069,494

The accompanying notes are an integral
part of the financial statements.

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

1. **DESCRIPTION OF PLAN**

The following description of the Rippe & Kingston 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of Rippe & Kingston CO PSC, Inc., Rippe & Kingston Systems, Inc., Rippe & Kingston, LLC, and Rippe & Kingston Capital Advisors, Inc., (collectively, "the Company") who are age 18 or older. Effective December 31, 2013, the Plan only covers the employees of Rippe & Kingston Systems, Inc. (see Note 6). The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The Trustees are responsible for the oversight of the Plan. The Trustees also determine the appropriateness of the Plan's investment offerings and monitor investment performance.

Contributions - Each year, participants may contribute up to the Internal Revenue Service (IRS) plan limits of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. Effective January 1, 2012, the Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. The Company contributes 25 percent of the first 5 percent of base compensation that a participant contributes to the Plan. The Company may also make discretionary contributions. No discretionary contributions were made during 2013. Contributions are subject to certain IRS limitations.

Participant Accounts - Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary contribution and participant amounts are charged for administrative expenses that have been paid by the Plan. 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 voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after five years of credited service.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loan interest rate

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

1. DESCRIPTION OF PLAN (Continued)

is set at local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through semi-monthly payroll deductions.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or periodic installments over a defined period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited non-vested accounts totaled \$2,563 and \$2,126, respectively. These accounts will be used to reduce future employer contributions. Also, in 2013, employer contributions were reduced by \$2,914, from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan have been 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 Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

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

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's trustees determine the Plan's valuation policies utilizing information provided by the investment advisors, custodian and insurance company. See Note 9 for discussion of fair value measurements.

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits are recorded when paid.

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

Subsequent Events - The Plan has evaluated subsequent events through August 26, 2014, the date the financial statements were available to be issued.

3. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has entered into an investment contract with ING. ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specific interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the Statement of Net Assets Available for Benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

3. INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$344,455 and \$271,524, respectively. The crediting interest rate is based on a formula agreed upon by the issuer, but it may not be less than 3.0 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include significant transfers of funds into or out of the fixed accounts for purposes other than the payment of benefits and the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with the participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date. The average yields earned by the guaranteed investment contract are as follows:

	<u>2013</u>	<u>2012</u>
Average yields:		
Based on actual earnings	3.0%	3.0%
Based on interest rate credited to participants	3.0%	3.0%

4. CERTIFIED INFORMATION

Other than the fair value of the guaranteed investment contract with ING and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation or depreciation in fair value of investments, interest, dividends, other earnings and interest income on notes receivable from participants for the year ended December 31, 2013, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by ING (the custodian of the Plan). The contract value of the guaranteed investment contract was certified by the trustee.

Information certified by ING is presented in the following table. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

4. **CERTIFIED INFORMATION** (Continued)

	<u>2013</u>	<u>2012</u>
As of December 31:		
ING Baron Growth Portfolio, 45,776 and 45,983 units, respectively	\$ 1,357,724	\$ 1,035,993
ING Corporate Leaders 100 Fund, 52,973 and 51,713 units, respectively	839,628	621,074
ING Money Market Fund, 748,086 units	*	748,086
American Funds New Perspective Fund, 27,781 and 26,290 units, respectively	1,025,113	808,165
American Funds The Growth Fund of America, 35,167 and 33,784 units, respectively	1,490,710	1,144,950
Lord Abbett Small-Cap Value Fund, 23,214 units	761,429	*
Pioneer Fund, 18,475 units	723,858	*
Other investments, none greater than 5 percent of net assets available for benefits	<u>7,673,782</u>	<u>6,784,085</u>
	<u>\$13,872,244</u>	<u>\$11,142,353</u>
Notes receivable from participants	<u>\$ 197,250</u>	<u>\$ 138,588</u>

* Investment was not greater than 5 percent of net assets available for benefits.

During 2013, the Plan's investments appreciated in value by \$1,768,066 as follows:

	<u>December 31, 2013</u>
Net appreciation in fair value of investments:	
Pooled separate account	\$1,667,935
Common and preferred stocks	<u>100,131</u>
	<u>\$1,768,066</u>

5. **PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by ING. ING is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net depreciation in fair value of investments. The Company pays directly any other fees related to the Plan's operations.

6. **PLAN TERMINATION**

Although it has not expressed any intention 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

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

6. **PLAN TERMINATION** (Continued)

of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

During 2013, Rippe & Kingston CO PSC merged with Battelle Rippe Kingston LLP. In addition, employees of Rippe & Kingston Capital Advisors were no longer eligible to participate in the Plan. These events resulted in decreased employment of approximately 20 percent of Plan participants, which the Company considered to be a partial plan termination under the Internal Revenue Code. Accordingly, the participants affected by the above changes became 100 percent vested in their account balances at December 31, 2013.

7. **TAX STATUS**

The Plan operates under a prototype plan sponsored by ING, which received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, stating that the Plan and the related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trusts are tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would 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.

8. **RISKS AND UNCERTAINTIES**

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

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

9. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Pooled separate
account (mutual
funds):

Valued based on the net asset value of shares of the
underlying funds.

Common stocks,
preferred stocks and
exchange traded funds:

Valued at the closing price reported on the active market on
which the individual securities are traded.

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

9. FAIR VALUE MEASUREMENTS (Continued)

Money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 3).

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value at December 31, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate account:				
Bonds	\$ -	\$ 507,342	\$ -	\$ 507,342
Target date	-	659,765	-	659,765
Large cap value	-	2,462,629	-	2,462,629
Large cap growth	-	2,243,521	-	2,243,521
Mid-cap	-	2,076,754	-	2,076,754
Small cap	-	894,332	-	894,332
Specialty	-	304,098	-	304,098
Global/international	-	1,638,426	-	1,638,426
Money market fund	-	<u>342,212</u>	-	<u>342,212</u>
	-	11,129,079	-	11,129,079
Common and preferred stocks:				
Energy	72,604	-	-	72,604
Retail	12,630	-	-	12,630
Automotive	6,172	-	-	6,172
Transportation	78,196	-	-	78,196
Technology	115,510	-	-	115,510
Financial	444,139	-	-	444,139
Healthcare	51,324	-	-	51,324
Bank	52,902	-	-	52,902
Other	32,914	-	-	32,914
Telecommunications	75,315	-	-	75,315
Consumer foods	23,182	-	-	23,182
Real estate investment trust	<u>8,171</u>	-	-	<u>8,171</u>
	973,059	-	-	973,959
Exchange traded funds:				
Emerging markets	26,460	-	-	26,460
Global	29,257	-	-	29,257
Healthcare	22,705	-	-	22,705

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

9. **FAIR VALUE MEASUREMENTS** (Continued)

Assets at Fair Value at December 31, 2013 (Continued)				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Small cap	25,733	-	-	25,733
Mid-cap	30,017	-	-	30,017
Large cap	<u>7,738</u>	<u>-</u>	<u>-</u>	<u>7,738</u>
	141,910	-	-	141,910
Mutual funds:				
Money market	1,185,569	-	-	1,185,569
Global	2,992	-	-	2,992
Emerging markets	18,800	-	-	18,800
Other	<u>85,241</u>	<u>-</u>	<u>-</u>	<u>85,241</u>
	1,292,602	-	-	1,292,602
Guaranteed investment contract	<u>-</u>	<u>344,455</u>	<u>-</u>	<u>344,455</u>
Total assets at fair value	<u>\$2,407,571</u>	<u>\$11,473,534</u>	<u>\$ -</u>	<u>\$13,881,105</u>

Assets at Fair Value at December 31, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate account:				
Bonds	\$ -	\$ 730,576	\$ -	\$ 730,576
Target date	-	391,786	-	391,786
Large cap value	-	1,616,016	-	1,616,016
Large cap growth	-	1,786,993	-	1,786,993
Mid-cap	-	1,534,712	-	1,534,712
Small cap	-	616,991	-	616,991
Specialty	-	392,262	-	392,262
Global/international	-	1,349,304	-	1,349,304
Money market fund	<u>-</u>	<u>748,086</u>	<u>-</u>	<u>748,086</u>
	-	9,166,726	-	9,166,726
Common and preferred stocks:				
Energy	17,891	-	-	17,891
Retail	31,522	-	-	31,522
Automotive	5,180	-	-	5,180
Transportation	7,675	-	-	7,675
Technology	10,208	-	-	10,208
Financial	134,519	-	-	134,519
Bank	5,320	-	-	5,320
Utility	5,705	-	-	5,705
Other	4,782	-	-	4,782
Telecommunications	35,119	-	-	35,119
Consumer foods	6,996	-	-	6,996
Real estate investment trust	<u>88,189</u>	<u>-</u>	<u>-</u>	<u>88,189</u>
	353,106	-	-	353,106

RIPPE & KINGSTON 401(K) PLAN

NOTES TO THE FINANCIAL STATEMENTS

For the Years Ended December 31, 2013 and 2012

9. **FAIR VALUE MEASUREMENTS** (Continued)

	<u>Assets at Fair Value at December 31, 2011 (Continued)</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Exchange traded funds:				
Emerging markets	12,279	-	-	12,279
Global	27,575	-	-	27,575
Healthcare	13,722	-	-	13,722
Small cap	18,485	-	-	18,485
Mid-cap	22,819	-	-	22,819
Large cap	5,936	-	-	5,936
Bonds	<u>4,114</u>	<u>-</u>	<u>-</u>	<u>4,114</u>
	104,930	-	-	104,930
Mutual funds:				
Money market	1,181,030	-	-	1,181,030
Global	2,640	-	-	2,640
Emerging markets	23,408	-	-	23,408
Bonds	57,212	-	-	57,212
Other	<u>3,590</u>	<u>-</u>	<u>-</u>	<u>3,590</u>
	1,267,880	-	-	1,267,880
Guaranteed investment contract	<u>-</u>	<u>271,524</u>	<u>-</u>	<u>271,524</u>
Total assets at fair value	<u>\$1,725,916</u>	<u>\$9,438,250</u>	<u>\$-</u>	<u>\$11,164,166</u>

SUPPLEMENTAL SCHEDULE

RIPPE & KINGSTON 401(k) PLAN
EMPLOYER IDENTIFICATION NUMBER 31-1192250 PLAN NUMBER 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current value
	Invesco European Growth Fund	Mutual Fund	Participant Directed	\$ 47,831
	Invesco Global Health Care Fund	Mutual Fund	Participant Directed	74,141
	Allianz NFJ Dividend Value Fund	Mutual Fund	Participant Directed	191,283
	Allianz NFJ Small-Cap Value Fund	Mutual Fund	Participant Directed	130,373
	American Century Short Duration Bond Fund	Mutual Fund	Participant Directed	4,213
	American Funds EuroPacific Growth Fund	Mutual Fund	Participant Directed	250,830
	American Funds The Growth Fund of America	Mutual Fund	Participant Directed	1,490,710
	American Funds SmallCap World Fund	Mutual Fund	Participant Directed	56,233
	American Funds New Perspective Fund	Mutual Fund	Participant Directed	1,025,113
	American Funds Washington Mutual Investors Fund	Mutual Fund	Participant Directed	587,930
	Eaton Vance Income Fund of Boston	Mutual Fund	Participant Directed	79,805
*	ING Baron Growth Portfolio	Mutual Fund	Participant Directed	1,357,724
*	ING Core Equity Research Fund	Mutual Fund	Participant Directed	119,930
*	ING Corporate Leaders 100 Fund	Mutual Fund	Participant Directed	839,628
*	ING FMRSB Diversified Mid Cap Portfolio	Mutual Fund	Participant Directed	139,567
*	ING Global Real Estate Fund	Mutual Fund	Participant Directed	77,515
*	ING GNMA Income Fund	Mutual Fund	Participant Directed	170,272
*	ING Intermediate Bond Fund	Mutual Fund	Participant Directed	214,737
*	ING JPMorgan Mid Cap Value Portfolio	Mutual Fund	Participant Directed	437,229
*	ING Large Cap Growth Portfolio	Mutual Fund	Participant Directed	428,456
*	ING Marsico Growth Portfolio	Mutual Fund	Participant Directed	324,355
*	ING MFS Utilities Portfolio	Mutual Fund	Participant Directed	64,829
*	ING Money Market Fund	Mutual Fund	Participant Directed	342,212
*	ING Solution 2015 Portfolio	Mutual Fund	Participant Directed	104,563
*	ING Solution 2025 Portfolio	Mutual Fund	Participant Directed	146,587
*	ING Solution 2035 Portfolio	Mutual Fund	Participant Directed	254,938
*	ING Solution 2045 Portfolio	Mutual Fund	Participant Directed	79,725
*	ING Solution 2055 Portfolio	Mutual Fund	Participant Directed	61,961
*	ING Solution Income Portfolio	Mutual Fund	Participant Directed	11,991
	Lord Abbett Small-Cap Value Fund	Mutual Fund	Participant Directed	761,429
	MFS Technology Fund	Mutual Fund	Participant Directed	41,580
	Oppenheimer Gold & Special Minerals Fund	Mutual Fund	Participant Directed	46,033
	Pioneer Fund	Mutual Fund	Participant Directed	723,858

* - Represents party-in-interest

RIPPE & KINGSTON 401(k) PLAN
EMPLOYER IDENTIFICATION NUMBER 31-1192250 PLAN NUMBER 001

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current value
*	Oppenheimer Developing Markets Fund	Mutual Fund	Participant Directed	200,759
	Clearbridge SmallCap Growth	Mutual Fund	Participant Directed	2,530
	MFS Emerging Markets Debt Fund	Mutual Fund	Participant Directed	38,315
	MFS International Value	Mutual Fund	Participant Directed	57,660
	Royce Value Fund	Mutual Fund	Participant Directed	142,234
	ING Fixed Account	Guaranteed investment contract	Participant Directed	344,455
*	TD Ameritrade self-directed brokerage accounts	Various	Participant Directed	2,407,571
				13,881,105
	Participant loans	Interest rates at 9.5% with maturity dates from one to five years	Participant Directed	197,250
				\$14,078,355

* - Represents party-in-interest

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Rippe & Kingston 401(K) Plan
EIN#31-1192250
Plan#001
As Of December 31, 2013

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AllianzGI NFJ Divdnd VI Fd R	Registered Investment Company		\$191,283
AllianzGI NFJ Sm-Cap VI Fd R	Registered Investment Company		\$130,373
AmCen ShortDurlnflProBd F R	Registered Investment Company		\$4,213
American Funds EuroPacific R3	Registered Investment Company		\$250,830
American Funds Growth Fnd R3	Registered Investment Company		\$1,490,710
American Funds Small Cap R3	Registered Investment Company		\$56,233
AmFds NPF R3	Registered Investment Company		\$1,025,113
ClrBrg SmCp Grw Fnd R	Registered Investment Company		\$2,530
Eaton Vance Inc Fd of Boston R	Registered Investment Company		\$79,806
* ING Baron Growth Port Adv	Registered Investment Company		\$1,357,724
* ING Core Equity Research Fnd A	Registered Investment Company		\$119,930
* ING Corporate Leaders 100 Fd A	Registered Investment Company		\$839,628
* ING Fixed Account	Insurance Company General Account		\$335,594
* ING FMR Divr MdCp Port Adv	Registered Investment Company		\$139,567
* ING Global Real Estate Fund A	Registered Investment Company		\$77,515
* ING GNMA Income Fund A	Registered Investment Company		\$170,272
* ING Intermediate Bond Fund A	Registered Investment Company		\$214,737
* ING JPM MdCp Value Port Adv	Registered Investment Company		\$437,229
* ING Large Cap Growth Port Adv	Registered Investment Company		\$428,456
* ING Marsico Growth Port Adv	Registered Investment Company		\$324,355
* ING MFS Utilities Port Adv	Registered Investment Company		\$64,829
* ING Money Market Fund A	Registered Investment Company		\$342,212
* ING Solution 2015 Port Adv	Registered Investment Company		\$104,563
* ING Solution 2025 Port Adv	Registered Investment Company		\$146,587
* ING Solution 2035 Port Adv	Registered Investment Company		\$254,938
* ING Solution 2045 Port Adv	Registered Investment Company		\$79,725
* ING Solution 2055 Port Adv	Registered Investment Company		\$61,961
* ING Solution Inc Port Adv	Registered Investment Company		\$11,991
Invesco European Growth Fund A	Registered Investment Company		\$47,831
Invesco Gbl Hlth Care Fd Inv	Registered Investment Company		\$74,141
Lord Abbett SmCp Value Fnd P	Registered Investment Company		\$761,429
MFS Emerging Mkts Debt Fnd R2	Registered Investment Company		\$38,315
MFS International Value - R2	Registered Investment Company		\$57,660
MFS Technology Fund R2	Registered Investment Company		\$41,580
Oppenhm Development Mkts Fnd N	Registered Investment Company		\$200,759
Oppenhm Gold & Spec Min Fd N	Registered Investment Company		\$46,033
Pioneer Fund A	Registered Investment Company		\$723,858
Royce Value Fund - R Class	Registered Investment Company		\$142,234
TD Ameritrade	Self Directed Brokerage Account		\$2,407,571
Washington Mutual Invest	Registered Investment Company		\$587,930
	Participant Loans - Rates 9.50% to 9.50%		\$197,250
TOTAL			\$14,069,494

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.