

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>REPUBLIC NATIONAL 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2008</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>01/01/2008</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>01/01/2008</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u> <u>ONE NATIONAL DRIVE</u> <u>ATLANTA, GA 30336</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-5543506</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>404-696-9440</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424800</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-5543506</u>	2c Sponsor's telephone number <u>404-696-9440</u>	2d Business code (see instructions) <u>424800</u>	
2b Employer Identification Number (EIN) <u>20-5543506</u>					
2c Sponsor's telephone number <u>404-696-9440</u>					
2d Business code (see instructions) <u>424800</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.	09/29/2014	GREGORY JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2014	GREGORY JOHNSON
	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	8760
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	6989
b Retired or separated participants receiving benefits		6b	485
c Other retired or separated participants entitled to future benefits		6c	1099
d Subtotal. Add lines 6a , 6b , and 6c		6d	8573
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	19
f Total. Add lines 6d and 6e		6f	8592
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	8448
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	664
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan REPUBLIC NATIONAL 401(K) PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC	D Employer Identification Number (EIN) 20-5543506	

Part I	Service Provider Information (see instructions)
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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
JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

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

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

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

JPMORGAN 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	90724	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

WHITE HORSE ADVISORS, LLC

11-3695054

(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?
16 27	NONE	164808	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARNALL GOLDEN GREGORY LLP

171 17TH STREET NW
SUITE 2100
ATLANTA, GA 30363

(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?
29	NONE	1589	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)

LEGACY EXECUTIVE BENEFITS LLC

11175 CICERO DR
SUITE 100
ALPHARETTA, GA 30022

(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?
16 27	NONE	29674	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 ☐

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
J.P.MORGAN RETIREMENT PLAN SERVICES		59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA ACORN FUND-Z PO BOX 8081 BOSTON, MA 02266-8081		JANUARY 2013 TO DECEMBER 2013 25 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES		59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK EQUITY AND INCOME-I P.O. BOX 219558 KANSAS CITY, MO 64121-9558		JANUARY 2013 TO DECEMBER 2013 30 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES		59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS EUROPACIFIC GROWTH-R P.O. BOX 6040 INDIANAPOLIS, IN 46206		JANUARY 2013 TO DECEMBER 2013 5 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN CORE BOND-SELECT P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 30 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZGI NFJ SMALL CAP VALUE-ADMIN 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105-4800	JANUARY 2013 TO DECEMBER 2013 35 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VALUE-INV ATTN TAX DEPARTMENT P.O. BOX 8412 BOSTON, MA 02266	JANUARY 2013 TO DECEMBER 2013 35 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2015-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2020-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2030-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2040-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY LARGE CAP GROWTH-I 169 LAKAWANNA AVENUE PARSIPPANY, NJ 07054	JANUARY 2013 TO DECEMBER 2013 25 BASIS POINTS	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2025-INST P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2035-INST P.O. BOX 8528 BOSTON, MA 02266-8528		JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2045-INST P.O. BOX 8528 BOSTON, MA 02266-8528		JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN SMARTRETIREMENT 2050-INST P.O. BOX 8528 BOSTON, MA 02266-8528		JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS CAPITAL WORLD GROWTH P.O. BOX 6040 INDIANAPOLIS, IN 46206	JANUARY 2013 TO DECEMBER 2013 5 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN US EQUITY-R5 P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN HIGH YIELD-R5 P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 15 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JPMORGAN SMARTRETIREMENT INCOME-INS P.O. BOX 8528 BOSTON, MA 02266-8528</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>J.P.MORGAN RETIREMENT PLAN SERVICES</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">59</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>JPMORGAN SMARTRETIREMENT 2055-INST P.O. BOX 8528 BOSTON, MA 02266-8528</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>JANUARY 2013 TO DECEMBER 2013 20 BASIS POINTS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>J.P.MORGAN RETIREMENT PLAN SERVICES</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">59</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>COLUMBIA DIVIDEND INCOME-Z PO BOX 8081 BOSTON, MA 02266-8081</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>JANUARY 2013 TO DECEMBER 2013 25 BASIS POINTS</p>		

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EAGLE SMALL CAP GROWTH-R5	880 CARILLON PARKWAY ST. PETERSBURG, FL 33716	JANUARY 2013 TO DECEMBER 2013 10 BASIS POINTS
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
		(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
(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:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>REPUBLIC NATIONAL 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u>		D Employer Identification Number (EIN) <u>20-5543506</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	<div style="display: flex; justify-content: space-between;"> (a) Beginning of Year (b) End of Year </div>
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	4134
(2) Participant contributions	1b(2)	10511
(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)	11808105
(9) Value of interest in common/collective trusts	1c(9)	64082291
(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)	282688804
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	
(15) Other	1c(15)	356944554

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	358593845	432739680

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	358593845	432739680
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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)	9704645	
(B) Participants	2a(1)(B)	24464757	
(C) Others (including rollovers)	2a(1)(C)	873780	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		35043182
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)	522123	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		522123
(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)	16478701	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		16478701
(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)		-332281
(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)		51319167
c Other income	2c		194470
d Total income. Add all income amounts in column (b) and enter total	2d		103225362

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28280655	
(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)		28280655
f Corrective distributions (see instructions)	2f		12420
g Certain deemed distributions of participant loans (see instructions)	2g		188320
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)	286795	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		286795
j Total expenses. Add all expense amounts in column (b) and enter total	2j		28768190

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		74457172
l Transfers of assets:			
(1) To this plan	2l(1)		79573
(2) From this plan	2l(2)		390910

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: **ROBINSON RABINOWITZ BERNSTEIN PC**

(2) EIN: **58-1407872**

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		5000000
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)
NATIONAL DISTRIBUTING, INC. 401(K) PLAN	58-0516238	004

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>REPUBLIC NATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u>	D Employer Identification Number (EIN) <u>20-5543506</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>43-1796706</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): _____



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Republic National 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we 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 investment information summarized in Note 3, which was certified by JP Morgan Chase Bank, N.A., the trustee 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter discussed 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, 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.

Robinson, Rabinowitz & Bernstein P.C.

Atlanta, Georgia
July 21, 2014

Republic National 401(k) Plan
 Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)
 EIN: 20-5543506 PN: 004
 01/01/2013 - 12/31/2013

(A) Party In Interest *	(B) Identity of Party	(C) Description of Asset	(D) Cost **	(E) Current Value
	* J.P. Morgan	JPMCB Stable Asset Income-G	n/a	62,479,273.75
	* Various	Participant Loans (4% - 10.25%)	n/a	13,303,079.53
	* J.P. Morgan	JPMorgan SmartRetirement Income-Inst	n/a	3,390,761.40
	Mainstay	Mainstay Large Cap Growth-I	n/a	44,243,163.80
	* J.P. Morgan	JPMorgan SmartRetirement 2025-Inst	n/a	20,688,088.07
	* J.P. Morgan	JPMorgan SmartRetirement 2035-Inst	n/a	18,199,261.25
	* J.P. Morgan	JPMorgan SmartRetirement 2045-Inst	n/a	13,807,011.82
	* J.P. Morgan	JPMorgan SmartRetirement 2050-Inst	n/a	5,986,630.57
	American Funds	American Funds Capital World Growth & Income-R5	n/a	7,850,356.40
	* J.P. Morgan	JPMorgan SmartRetirement 2055-Inst	n/a	764,349.17
	Artisan Funds	Artisan Mid Cap Value-Inv	n/a	15,389,449.18
	* J.P. Morgan	JPMorgan Core Bond-Select	n/a	14,986,002.14
	Columbia Funds	Columbia Dividend Income-Z	n/a	22,135,906.06
	American Funds	American Funds EuroPacific Growth-R5	n/a	24,326,927.93
	Columbia Funds	Columbia Acorn Fund-Z	n/a	17,564,437.17
	* J.P. Morgan	JPMorgan High Yield-R5	n/a	9,397,088.62
	* J.P. Morgan	JPMorgan SmartRetirement 2020-Inst	n/a	16,241,507.71
	* J.P. Morgan	JPMorgan SmartRetirement 2030-Inst	n/a	18,856,484.29
	* J.P. Morgan	JPMorgan SmartRetirement 2040-Inst	n/a	14,587,272.43
	* J.P. Morgan	JPMorgan SmartRetirement 2015-Inst	n/a	15,273,935.99
	Oakmark Funds	Oakmark Equity and Income-I	n/a	8,136,584.52
	Allianz Funds	Allianz NFJ Small Cap Value-Admin	n/a	15,134,844.55
	Eagle Funds	Eagle Small Cap Growth-R5	n/a	13,599,250.44
	* J.P. Morgan	JPMorgan US Equity-R5	n/a	36,385,240.93
Total			0.00	432,726,907.72

* Party in Interest

** Not required for participant directed accounts

REPUBLIC NATIONAL 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 and 2012

REPUBLIC NATIONAL 401(k) PLAN

DECEMBER 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Republic National 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we 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 investment information summarized in Note 3, which was certified by JP Morgan Chase Bank, N.A., the trustee 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter discussed 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, 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.

Robinson, Rabinowitz & Bernstein P.C.

Atlanta, Georgia
July 21, 2014

REPUBLIC NATIONAL 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments at fair value:		
Mutual funds	\$ 356,944,554	\$ 282,688,804
Collective trust fund	62,479,274	64,082,291
	<u>419,423,828</u>	<u>346,771,095</u>
Receivables:		
Notes receivable from participants	13,303,080	11,808,105
Employee contributions receivable	8,512	10,511
Employer contributions receivable	4,260	4,134
	<u>13,315,852</u>	<u>11,822,750</u>
Net assets reflecting investments at fair value	432,739,680	358,593,845
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>130,972</u>	(<u>1,146,894</u>)
Net assets available for benefits	<u>\$ 432,870,652</u>	<u>\$ 357,446,951</u>

See notes to financial statements.

REPUBLIC NATIONAL 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

Additions to net assets attributed to:	
Interest and dividends investment income	\$ 17,000,824
Net appreciation in fair value of investments	52,459,222
Employer contributions	9,704,645
Participants contributions	24,464,757
Rollover contributions	873,780
Total additions	<u>104,503,228</u>
Deductions from net assets attributed to:	
Benefits paid directly to participants	28,481,395
Administrative expenses	286,795
Total deductions	<u>28,768,190</u>
Net increase before transfers	<u>75,735,038</u>
Transfer of assets to Plan	79,573
Transfer of assets from Plan	<u>(390,910)</u>
Net transfers to Plan	<u>(311,337)</u>
Increase in net assets	75,423,701
Net assets available for benefits, beginning of year	<u>357,446,951</u>
Net assets available for benefits, end of year	<u>\$ 432,870,652</u>

See notes to financial statements.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION:

The following description of the Republic National 401(k) Plan (“the” Plan) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan’s provisions.

General

The Plan, adopted effective January 1, 2008, is a defined contribution plan that provides savings and salary deferral benefits to eligible employees of employers adopting the Republic National 401(k) Plan (the “Plan”). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

Eligibility

Employees are eligible for participation in the Plan on the first day of each calendar month coinciding with or the next month following the date after attaining age eighteen and completion of one month of service, as defined. The Plan has elected automatic enrollment provisions for elective deferrals in the amount of 2% for new employees entering the Plan. Effective June 1, 2013 the automatic deferral election increased to 3%.

Contributions and Vesting

A Participant may contribute, via elective deferral contributions, up to 75% of his or her basic compensation, as designated by the participant, subject to Internal Revenue Service limitations. Eligible participants may make catch-up contributions. Participants may change the amount of elective deferral contributions on a daily basis. An eligible employee may also elect to make voluntary after-tax contributions up to 25% of basic compensation. Participants are immediately 100% vested in their elective deferrals and after-tax contributions. Rollover contributions are permitted. Participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions.

Each employer shall make a regular matching contribution each pay period equal to 50% of participant contributions, up to 8% of eligible compensation for a participant who is not a member of and does not participate under the defined benefit plan sponsored by the Block Company. The amount of regular matching contributions shall be equal to 25% of participant contributions up to 6% of eligible compensation for a participant who is a member of and does benefit under the defined benefit plan sponsored by the Block Company. Other than the profit sharing contributions made under certain collective bargaining agreements, employers shall not make profit sharing contributions to the Plan. An employer may make, at its discretion, a true up matching contribution on behalf of each of its eligible employees.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION (CONTINUED):

Contributions and Vesting (continued)

Upon completion of three years of service, participants are 100% vested in employer matching contributions except as further discussed in this footnote. Participants in the National Distributing Company Mid-Atlantic 401(k) Plan as of December 31, 2000 are 100% vested at all times in their matching contributions and participants with prior Republic Beverage Company, Inc. matching contributions are 100% vested at all times in such matching contributions.

A participant's vested interest in prior National Distributing Company, Inc. profit sharing contributions will be 100% vested after completion of three years of service and participants receiving profit sharing contributions previously made under another plan maintained by an entity adopting the Plan will be 100% vested in such contributions after completion of five years of service.

Participants covered under certain collective bargaining agreements receive weekly profit sharing contributions for each eligible week. Covered participants are 100% vested at all times in their weekly profit sharing contributions.

Allocations and Accounts of Participants

Participants have the authority to direct the investment of their elective deferral and after-tax contributions, the Companies' matching contributions and the Companies' contributions for the benefit of members of Locals 355 and 570 and related earnings. Participants' investment options currently include a collective trust fund and aggressive growth, growth and income, value, and fixed income mutual funds. Each participant's account is credited with the participant's contribution and Company matching contribution, as well as allocation of the Company's profit sharing contribution and plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Loans to 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.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION (CONTINUED):

Loans to Participants (continued)

Participants may receive a loan from the Plan of up to the lesser of 50% of their vested accounts balances or \$50,000. The minimum amount a participant may borrow is \$1,000. Interest rates on loans are commensurate with the interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Repayments are applied directly to the participant's account balance and are paid ratably through payroll deductions. Account balances are pledged as collateral.

Forfeitures

Forfeitures of any non-vested Company contributions shall be used to reduce the Companies' future contributions to the Plan. Approximately \$1,540,000 of forfeitures are available to reduce the Companies' future contributions to the Plan as of December 31, 2013. Approximately \$610,000 of forfeitures were used to reduce Company contributions to the Plan for the year ended December 31, 2013.

Payment of Benefits

Under certain circumstances participants may make withdrawals while still employed. Participants may withdraw all or part of the value of rollover contributions at any time. Participants who are age 59 and one-half years of age may elect to withdraw all or part of their vested account balance prior to retirement. Otherwise, the normal retirement age is 65. Withdrawals for serious financial hardship, as defined in the Plan document, are permitted.

Distribution of accounts is permitted upon termination of employment. Except for mandatory cash-outs as discussed below, vested account balances between \$1,000 and \$5,000 will automatically be rolled over to an IRA for benefit of the participant unless the participant provides other instructions for payment within the prescribed time frame. Vested account balances of \$1,000 or less will automatically be cashed out and a single lump sum payment, subject to federal withholding, will be made directly to the participant unless the participant has provided other instructions for payment within the prescribed time frame. Effective June 1, 2013, all mandatory cash-outs of participant accounts of less than \$5,000 will be made in the form of a direct rollover on the participant's behalf to an individual retirement account designated by the Plan administrator (as defined by the Plan).

Forms of payment available for benefits include lump sum payments made directly to the participant and installment payments made over a specified period not to exceed life expectancy (or joint life expectancies of participant and beneficiary), which may be subject to Federal withholding, and direct rollover to an IRA or other eligible retirement plan for eligible distributions.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION (CONTINUED):

Termination of Plan

Although it has not expressed any intention to do so, the Companies have the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated by the Companies, the interest of each participant shall be distributed as soon as administratively feasible and shall become fully vested.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Stable Asset Income Fund

Fully benefit-responsive 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 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 Plan invests in investment contracts through a collective trust in the Stable Asset Income Fund operated and maintained by JP Morgan Chase Bank, N.A. The statements of net assets available for benefits presents the fair value of the investments in the common/collective trust as well as the adjustment to the investments in the common/collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis as it relates to the investments in the common/collective trust.

Valuation of Investments

The Plan's investment assets are stated at fair value and currently consist of mutual funds and a collective trust fund. Fair values of the mutual funds are the quoted net asset value at the end of the year.

The collective trust fund consists of the Stable Asset Income Fund. The reported fair value of the Stable Asset Income Fund's guaranteed investment contracts generally is reflected by market value at the close of business on the valuation date. The Fund also enters into investment contracts to provide benefit responsive wraps (GLICs). The fair value of wrap contracts reflects the discounted present value of the difference between the current wrap contract and its replacement cost.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Valuation of Investments (continued)

The Stable Asset Income Fund's contract value 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 investment at contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Specifically any event outside the normal operation of the Fund which causes a withdrawal from an investment contract may result in negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, layoffs, bankruptcy, plan termination, mergers, early retirement incentives, and competing fund transfers or violation of equity wash or equivalent rules and change in employer or plan qualification status.

Administrative Expenses

The Plan pays certain direct fees such as loan setup, QDRO's and third party investment advisor fees. The remaining fees are paid by the Plan sponsor or indirectly through third parties.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Actual results could differ from those estimates.

3. INVESTMENTS AND CERTIFICATION:

All investment information disclosed in the accompanying financial statements and schedule including investments held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest and dividends for 2013 were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by JP Morgan Chase Bank, N.A., the trustee of the Plan.

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The Plan's independent accountants did not perform auditing procedures with respect to the certified information, except for comparing such information with the related information included in the financial statements and supplemental schedule.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

3. INVESTMENTS (CONTINUED):

The fair values of individual investments that represent 5% or more of the Plan's net assets are as follows:

	2013	2012
American Funds EuroPacific Growth	\$ 24,326,928	\$ 19,956,811
JP Morgan Stable Asset Income Fund	62,479,274	64,082,291
JP Morgan US Equity Select	36,385,241	27,306,238
JP Morgan Core Bond Select		19,837,519
Columbia Dividend Income Z	22,135,906	
Mainstay Large Cap Growth	44,243,164	32,821,144

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

	2013
Collective trust fund	\$ 1,140,054
Mutual funds	51,319,168
	<u>\$ 52,459,222</u>

As described in Note 2, included in the collective trust fund are fully benefit-responsive investment contracts, which are carried at contract value. The average yields earned by the Plan as of December 31, 2013 and 2012 were approximately 1.64% and 1.25%, respectively. The average yields earned by the Plan with an adjustment to reflect the actual interest rates credited to the Plan as of December 31, 2013 and 2012 were approximately 1.77% and 1.78%, respectively.

4. FAIR VALUE MEASUREMENTS:

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements*, 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 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.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

4. FAIR VALUE MEASUREMENTS (CONTINUED):

Level 2: Inputs to the valuation methodology include:

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

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

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

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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis.

Mutual funds – Valued at the quoted net asset value of shares held by the Plan at year end.

Collective trust fund (cash alternatives) – Fair value is based on net asset values. The Trust Fund's primary objective is to seek preservation of principal, while providing current income and liquidity. The Fund invests in a highly diversified fixed income strategy. The Fund also may invest into synthetic guaranteed investment contracts ("GICs") and other co-mingled pension trust funds of the trustee.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2013

4. FAIR VALUE MEASUREMENTS (CONTINUED):

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

<i>Investments at Fair Value as of December 31, 2013</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Collective trust fund:				
Stable asset income fund	\$	\$ 62,479,274	\$	\$ 62,479,274
Mutual funds:				
Bonds	24,383,091			24,383,091
Asset allocation	135,931,887			135,931,887
Stocks	196,629,576			196,629,576
Total investments at fair value	<u>\$ 356,944,554</u>	<u>\$ 62,479,274</u>	<u>\$</u>	<u>\$ 419,423,828</u>

<i>Investments at Fair Value as of December 31, 2012</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Collective trust fund:				
Stable asset income fund	\$	\$ 64,082,291	\$	\$ 64,082,291
Mutual funds:				
Bonds	28,289,474			28,289,474
Asset allocation	108,753,229			108,753,229
Stocks	145,646,101			145,646,101
Total investments at fair value	<u>\$ 282,688,804</u>	<u>\$ 64,082,291</u>	<u></u>	<u>\$ 346,771,095</u>

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

5. RELATED-PARTY TRANSACTIONS:

For 2013 and 2012, the Plan investments include a collective trust fund and certain mutual funds of JP Morgan Chase Bank, N.A. JP Morgan Chase Bank, N.A. is the trustee as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made direct payments to the third party administrator of \$90,724 which was not covered by revenue sharing during 2013. The Plan Sponsor pays directly other fees related to the plan's operations.

6. INCOME TAX STATUS:

The Companies adopted the Plan, effective January 1, 2008, by means of the Prudential Insurance and Annuity Company's prototype standardized 401(k)/defined contribution plan that has been pre-approved by the Internal Revenue Service. The Plan received an updated determination letter from the IRS for this plan on June 26, 2012. The determination letter states that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. No provision for income taxes has been included in the Plan's financial statements. The Plan has open tax years 2010-2013.

7. RISKS AND UNCERTAINTIES:

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

8. SUBSEQUENT EVENTS:

The Plan has considered subsequent events through July 21, 2014, the date which the financial statements were available to be issued.

REPUBLIC NATIONAL 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 432,870,652	\$ 357,446,951
Fair value adjustment	(130,972)	1,146,894
Net assets available for benefits per Form 5500	<u>\$ 432,739,680</u>	<u>\$ 358,593,845</u>

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

Net increase in net assets available for benefits per the financial statements	\$ 75,423,701
Net transfer of assets to the Plan	311,337
Fair value adjustment	(1,277,866)
Net income per Form 5500	<u>\$ 74,457,172</u>

SUPPLEMENTAL SCHEDULE

REPUBLIC NATIONAL 401(k) PLAN
EIN 20-5543506 PLAN #004
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, account balances pledged as collateral, par, or maturity value	(d) Cost**	(e) Current Value
*	J.P. MORGAN	STABLE ASSET INCOME FUND	\$	62,479,274
*	J.P. MORGAN	SMARTRETIREMENT INCOME-INST	\$	3,390,761
	MAINSTAY FUNDS	LARGE CAP GROWTH-I	\$	44,243,164
*	J.P. MORGAN	SMARTRETIREMENT 2025-INST	\$	20,688,088
*	J.P. MORGAN	SMARTRETIREMENT 2035-INST	\$	18,199,261
*	J.P. MORGAN	SMARTRETIREMENT 2045-INST	\$	13,807,012
*	J.P. MORGAN	SMARTRETIREMENT 2050-INST	\$	5,986,631
	ARTISAN	MID CAP VALUE INV	\$	15,389,449
	COLUMBIA FUNDS	DIVIDEND INCOME-Z	\$	22,135,906
	ALLIANZ	SMALL CAP VALUE ADMIN	\$	15,134,845
	OAKMARK	EQUITY AND INCOME-I	\$	8,136,585
	AMERICAN FUNDS	EUROPACIFIC GROWTH	\$	24,326,928
	AMERICAN FUNDS	CAPITAL WORLD GROWTH AND INCOME	\$	7,850,356
*	J.P. MORGAN	SMARTRETIREMENT 2055-INST	\$	764,349
*	J.P. MORGAN	CORE BOND-SELECT	\$	14,986,002
	COLUMBIA FUNDS	ACORN FUND-Z	\$	17,564,437
*	J.P. MORGAN	HIGH YIELD-R5	\$	9,397,089
*	J.P. MORGAN	SMARTRETIREMENT 2020-INST	\$	16,241,508
*	J.P. MORGAN	SMARTRETIREMENT 2030-INST	\$	18,856,484
*	J.P. MORGAN	SMARTRETIREMENT 2040-INST	\$	14,587,272
*	J.P. MORGAN	SMARTRETIREMENT 2015-INST	\$	15,273,936
*	J.P. MORGAN	US EQUITY SELECT	\$	36,385,241
	EAGLE FUNDS	SMALL CAP GROWTH-R5	\$	13,599,250
*	PARTICIPANT LOANS	4.00% - 10.25% account balances pledged as collateral.	\$	13,303,080
	TOTAL		\$	432,726,908

*Party in interest

**Not required for participant directed accounts