Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

DAVID S. BROWN ENTERPRISES, LTD.

100 PAINTERS MILL ROAD, STE 900
OWINGS MILLS, MD 21117

2b Employer Identification Number (EIN)
52-1476857

2c Sponsor's telephone number
410-363-3434

2d Business code (see instructions)
236200

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.	09/30/2014	HOWARD S. BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	158
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**	124
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	139
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	140
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	118
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAVID S. BROWN ENTERPRISES, LTD.

D Employer Identification Number (EIN)
52-1476857

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	29322	137	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
29652	6198

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

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

FOUNDERS FINANCIAL SECURITIES, LLC
1020 CROMWELL BRIDGE ROAD
TOWSON, MD 21286

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
25290			3

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

ADMINISTRATOR COMPANIES
110 OLD PADONIA ROAD STE 302
COCKEYSVILLE, MD 21030

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	6198	TPA FEE	5

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

ADMINISTRATOR COMPANIES
110 OLD PADONIA ROAD STE 302
COCKEYSVILLE, MD 21030

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
4362			5

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	28714
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	9372834

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	30407
c	Additions: (1) Contributions deposited during the year	**7c(1)**	2695		
	(2) Dividends and credits	**7c(2)**	363		
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**	794		
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	3852
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	34259
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**	6255		
	(2) Administration charge made by carrier	**7e(2)**	24		
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	6279
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	27980

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAVID S. BROWN ENTERPRISES, LTD.

D Employer Identification Number (EIN)
52-1476857

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

JOHN HANCOCK USA

01-0233346

(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 28 59 60 62 63 68	RECORDKEEPER	846	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DAVID S. BROWN ENTERPRISES, LTD.

D Employer Identification Number (EIN)
52-1476857

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	114611

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	25781

a Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP CORE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	22845

a Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	100862

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	37147

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

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)
01-0233346-000	P	37604

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30610
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9215
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 156241
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6480
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 196828
a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 222731
a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106205
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42388
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23062
a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 137339

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32617
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL CORE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4791
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58508
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98135
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29960
a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 192
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31318
a Name of MTIA, CCT, PSA, or 103-12 IE: IVY ASSET STRATEGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 974515
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1705167

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 198329
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2439128
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 597357
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12461
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50893
a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24506
a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 728009
a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72492
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60360
a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72360

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL RETURN BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48502
a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60017
a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2573
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19024
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42308
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55779
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13483
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52939
a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52632
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 187370

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61334
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97242
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118050
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9410
a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 495
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33960
a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56553
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAVID S. BROWN ENTERPRISES, LTD.

D Employer Identification Number (EIN)
52-1476857

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		982
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	227161	250943
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	8193528	9372834
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	30407	28783
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8451096	9653542
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	2930	
k Total liabilities (add all amounts in lines 1g through1j)	1k	2930	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8448166	9653542

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)	212815	
(B) Participants	2a(1)(B)	519065	
(C) Others (including rollovers)	2a(1)(C)	24922	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		756802
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)	11720	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11720
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1452419
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2220941
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	989873	
(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)		989873
f Corrective distributions (see instructions)	2f		18648
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	6198	
(2) Contract administrator fees	2i(2)	846	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7044
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1015565
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1205376
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: KIMBERLY F. PALMISANO, CPA, PA (2) EIN: 80-0892983

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DAVID S. BROWN ENTERPRISES, LTD.

D Employer Identification Number (EIN)
52-1476857

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | 1 | 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 01-0233346

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | 3 |

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | 6a |

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | 6c |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

DAVID S. BROWN ENTERPRISES, LTD.
401(K) PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

DAVID S. BROWN ENTERPRISES, LTD.
401(K) PROFIT SHARING PLAN & TRUST

Table of Contents

December 31, 2013 and 2012

PAGE

Independent Auditor's Report ..... 1 - 1A

Financial Statements

Statements of Net Assets Available for Benefits 2

Statements of Changes in Net Assets Available for Benefits 3

Notes to Financial Statements 4-11

Supplementary Schedule

Form 5500, Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 2013 12

KIMBERLY F. PALMISANO, CPA, P.A.

Certified Public Accountant

P.O. Box 164, Hunt Valley, Maryland 21030

INDEPENDENT AUDITOR'S REPORT

To the David S. Brown Enterprises, Ltd.
401 (k) Profit Sharing Plan & Trust and Its Participants

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of David S. Brown Enterprises, Ltd.401 (k) Profit Sharing Plan & Trust, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. I have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

I was engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year 2013, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

Main – 443.541.8488

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 custodian, has been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, is 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.

Kimberly F. Palmisano, CPA, P.A.
Hunt Valley, Maryland
August 25, 2014

DAVID S. BROWN ENTERPRISES, LTD 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2013	2012
ASSETS		
INVESTMENTS AT FAIR VALUE		
Interests in Pooled Separate Accounts	$ 9,372,834	$ 8,193,528
Insurance Company General Account	28,783	30,407
TOTAL INVESTMENTS AT FAIR VALUE	9,401,617	8,223,935
RECEIVABLES		
Employer Contribution Receivable - Other	982	-
Notes Receivable from Participants	250,943	227,161
TOTAL RECEIVABLES	251,925	227,161
TOTAL ASSETS	9,653,542	8,451,096
LIABILITIES		
Excess Contributions Refundable	31,737	18,648
Other Liabilities	-	2,930
TOTAL LIABILITIES	31,737	21,578
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,621,805	$ 8,429,518

Independent auditor's report and accompanying notes
are an integral part of these financial statements.

DAVID S. BROWN ENTERPRISES, LTD 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

For The Years Ended December 31,	2013	2012
CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE T		
ADDITIONS		
Net Appreciation in Fair Value of Investments - Interests in Pooled Separate Accounts	$ 1,452,419	$ 955,452
Interest Income on Notes Receivable from Participants	11,720	9,618
Contributions		
Employer	212,815	220,430
Participants	487,328	534,597
Rollovers	24,922	3,281
Total Contributions	725,065	758,308
TOTAL ADDITIONS	2,189,204	1,723,378
DEDUCTIONS		
Benefits Paid to Participants	989,873	403,834
Administrative Fees	7,044	6,693
TOTAL DEDUCTIONS	996,917	410,527
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,192,287	1,312,851
Net Assets Available for Benefits - Beginning of Year	8,429,518	7,116,667
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 9,621,805	$ 8,429,518

Independent auditor's report and accompanying notes
are an integral part of these financial statements.

Note 1: Description of Plan

The following description of the David S. Brown Enterprises, Ltd. Profit Sharing Plan & Trust (the Plan) provides only general information. Participants should refer to the plan agreement (Plan Agreement) for a more complete description of the Plan's provisions.

General
The Plan which was established on January 1, 1995, is a defined contribution plan qualified under the sections 401(a) and 401(k) under the Internal Revenue Code (the Code), covering all full-time employees of Lyons Mill No. 2, LLP, 901, LLC, Moravia Park Partnership, LLP, Lyons Mill Partnership, LLP, St. Charles at Old Court Partnership, LLP, PM Construction Services, Inc., Lansdowne Station Self Storage, LLC, Owings Mills Transit, LLC and David S. Brown Enterprises, Ltd., (collectively, the Company) except union worker and non-resident aliens. Employees who have completed one year of service, and attained the age of 21 may enter the Plan on the first day of Plan year or the first day of seventh month of the Plan year coinciding with or next following date requirements met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participant Contributions
Participants may contribute up to 100% of their eligible annual compensation, as defined by the Plan, not to exceed the maximum allowable contribution under the Code which totaled $17,500 in 2013 and $17,000 in 2012. Participants who have attained age 50 before the end of the year can make additional catch-up contributions, subject to limitations imposed by the Code. For the years ended December 31, 2013 and 2012, the maximum allowable amount for catch-up contributions totaled $5,500. Participants are allowed to make rollover contributions to the Plan. Participants direct the investment the investment of their contributions into various investment options offered by the Plan.

Company Matching Contributions
The Company contributes on a per payroll basis to the Plan, on behalf of each eligible participant. The Company matches 50% of the elective deferrals up to the first 8% of compensation that a participant has contributed to the Plan during each payroll period. Employer matching contributions are limited to a participant's elective deferral up to 8% of a participant's eligible compensation, as defined in the Plan Agreement. Company matching contributions totaled $212,815 and $220,430 for the years ended December 31, 2013 and 2012, respectively.

Discretionary Profit Sharing Contributions
The Company may make additional discretionary profit sharing contributions at the discretion of the Board of Directors. No discretionary profit sharing contributions were made during the years ended December 31, 2013 and 2012.

Participant Accounts
Each Participant's account is participant-directed and is credited with the participant's contributions and allocations of the Company's contributions, and earning and losses in accordance with the investment options selected by each participant. Any earning, losses, withdrawals and administrative expenses are allocated to the participant's account based upon the balance in each of the participants accounts.

Note 1: Description of Plan (Continued)

Vesting
Participants are immediately vested in their contributions plus earning thereon. Participants are vested in Company matching and discretionary profit sharing contributions according to the following graduated vesting schedule.

Years of Service	Vested Percentage
Less than 1 year	0%
1 Year	20%
2 Years	40%
3 Years	60%
4 Years	80%
5 Years and Over	100%

Participants become 100% vested in Company matching and discretionary profit sharing contributions in the event of normal retirement at age 65, disability, death, or if the Plan is terminated or partially terminated.

Forfeitures
Forfeitures of Company contributions can be applied to reduce future Company contributions and to pay administrative expenses of the Plan. Forfeitures become available to the Plan as of the earlier of the last day of the Plan year in which a former employee incurs five consecutive one-year breaks in service or a distribution of the participant's entire vested account balance occurs. There were no forfeitures available to the Plan as of December 31, 2013 and 2012. For the years ended December 31, 2013 and 2012, forfeitures in the amounts of $5,068 and $6,858, respectively, were applied to reduce employer contributions.

Investment Valuation and Income Recognition
The Plan's invests in mutual funds held in pooled separate accounts with John Hancock Life Insurance Company. Investments in the pooled separate accounts are valued based on units of participation at the net fair value of the underlying assets held by the Plan at year end. In the computation of net fair values, mutual funds held by the various accounts are valued at prices which equal or approximate fair value. The Plan also invests in an insurance company general account (guaranteed interest account) which is not fully benefit responsive, and as such is reported also at fair value. The crediting interest rates range from .05% to .50%.

Payment of Benefits
Upon termination of service, retirement at age 65, death, disability, or attainment of age 59%, a participant or their beneficiary, in the event of death, is entitled to a distribution of their vested account balance, as defined by the Plan. Distributions from the Plan are payable in the form of a lump sum payment. Partial withdrawals or installments are only permitted for required minimum distributions as defined by the Code. Upon proof, to the satisfaction of the plan administrator, of an immediate and heavy financial need, contributed deferral amounts may be withdrawn for a hardship purpose. Distributions are subject to the applicable provisions of the Plan Agreement. In all cases, certain income tax penalties may apply to withdrawals or distributions prior to age 59%. As of December 31, 2013 and 2012, no amounts were payable to participants who had elected to withdraw from the Plan but had not received such distributions prior to year end.

Note 1: Description of Plan (Continued)

Participant Loans
Participants may borrow up to 50% of their vested account balance, not to exceed $50,000 without regard to the intended use of the funds. The minimum loan amount is $1,000 and the participant can hold one outstanding loan at any given time. The loans are collateralized by the participant's vested account balance and bear interest rates comparable to those offered by financial institutions. Loans for reasons other than the purchase of a primary residence are to be repaid within five years. Loan principal, along with interest, is repaid through payroll deductions. Loans become due immediately upon termination of the participant's employment.

Administrative Expenses
Expenses incurred in the administration of the Plan are required to be paid by the custodian of the Plan unless the Company, at its discretion, elects to pay them. During the years ended December 31, 2013 and 2012, the Company elected to pay a portion of the Plan expenses.

Note 2: Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to net assets available for benefits and deductions from net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties
The Plan invests in mutual funds held in pooled separate accounts. Such investments are exposed to various risks such as market and credit risks. Due to the level of risk associated with such investments, and the level of uncertainty related to changes in the fair value of such investments, it is at least reasonably possible that changes in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Payment of Benefits
Benefits are recorded when paid.

Date of Management's Review
The Plan has evaluated subsequent events through August 25, 2014, the date which the financial statements were available to be issued.

Note 3: Investment Information Certified by the Custodian

The following is a summary of the investment information as of December 31, 2013 and 2012 and for the years then ended, included throughout the Plan's financial statements and supplemental schedule, which were prepared by or derived from information provided by the custodian and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian, John Hancock Life Insurance Company that information provided to the plan administrator by the custodian related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule.

The following presents participant directed investments held by the Plan as of December 31:

	2013	2012
Interests in Pooled Separate Accounts		
Index Funds	$ 295,949	$ 219,022
Balanced Funds	2,905,604	3,324,632
Growth Funds	4,827,449	3,793,118
Fixed Income	1,343,832	856,756
General Account	28,783	30,407
TOTAL INVESTMENTS	$ 9,401,617	$ 8,223,935

The custodian also certified to the completeness and accuracy of $1,452,419 and $955,452 of net appreciation in fair value of investments – interests in pooled separate accounts, and $11,720 and $9,618 of interest income related to notes receivables from participants for the years ended December 31, 2013 and 2012, respectively.

The fair values of individual investments that represent 5% of more of the Plans net assets available for benefits are as follows:

John Hancock Life Insurance Company -Pooled Separate Accounts	2013	2012
JH Lifestyle Moderate	$ 597,357	$ 826,931
JH Lifestyle Balanced	1,705,167	2,011,996
JH Lifestyle Growth	2,439,128	1,911,955
JH Lifestyle Aggressive	974,515	768,064
Money Market Fund	728,009	N/A

Note 4: Fair Value Measurements

Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures,* establishes 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 at the measurement date.

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 active 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 for the asset or liability, significant to the fair value measurement, and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation.

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.

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

Interests in Pooled Separate Accounts: Valued at fair value based on the unit value of the fund held by the Plan at year end. Unit values are determined by the institutions sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates.

Insurance Company General Account: Valued by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Crediting interest rates range from .05% to .50%.

Note 4: Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

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

Investments at Fair Value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Interests in Pooled Separate Accounts	$ -	$ 9,372,834	$ -	$ 9,372,834
Insurance Company General Account	-	-	28,783	28,783
Total Investments at Fair Value	$ -	$ 9,372,834	$ 28,783	$ 9,401,617

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Insurance Company General Account:

Balance January 1, 2013	$ 30,407
Gains (Interest Credited)	358
Purchases	4,273
Sales	(6,255)
Balance December 31, 2013	$ 28,783

Investments at Fair Value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Interests in Pooled Separate Accounts	$ -	$ 8,193,528	$ -	$ 8,193,528
Insurance Company General Account	-	-	30,407	30,407
Total Investments at Fair Value	$ -	$ 8,193,528	$ 30,407	$ 8,223,935

Note 4: Fair Value Measurements (Continued)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Insurance Company General Account:

Balance January 1, 2012	$	28,878
Gains (Interest Credited)		95
Purchases		2,774
Sales		(1,340)
Balance December 31, 2012	$	30,407

Note 5: Plan Termination

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

Note 6: Plan Credit Risk

The Plan holds all of its assets at John Hancock Life Insurance Company as of December 31, 2013 and 2012 under interests in pooled separate accounts which contain mutual funds. These balances are not insured by John Hancock Life Insurance Company.

Note 7: Related-Party Transactions

The trustee of the Plan is also a participant in the Plan.

Note 8: Tax Status

The Company adopted a non-standardized Profit Sharing prototype plan, which received a favorable opinion letter from the Internal Revenue Service (IRS) on August 7, 2001. The IRS determined that the prototype plan is designed in accordance with applicable sections of the IRC. The prototype's opinion letter has been relied upon by this plan. The Plan has been amended since receiving the opinion letter, however, the plan administrator believes that the Plan is designed and is currently operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to the examination by taxing authorities of any uncertain tax positions taken. In accordance with FASB ASC 740 - Income Taxes, management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that required adjustment to the financial statements. Therefore, no provisions or liabilities for income taxes have been included in the financial statements. The plan's Form 5500 for the years 2010, 2011, and 2012 remain subject to examination by the Internal Revenue Service.

Note 9: Party-In-Interest Transactions

John Hancock Life Insurance Company is the custodian of the Plan. Paychex provides payroll services for the participants of the Plan. The Plan allows participants to take out loans against their vested balances. The Company provides certain accounting and administrative services to the Plan for which no fees are charged. Such transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Note 10: Excess Contributions Refundable

As of December 31, 2013 and 2012, $31,737 and $18,648, respectively, are recorded as liabilities for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the Code.

Note 11: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits reported on the financial statements to the Form 5500 at December 31:

	2013	2012
Net Assets Available for Benefits per the Financial Statements	$ 9,621,805	$ 8,429,518
Excess Contributions Refundable	31,737	18,648
NET ASSETS AVAILABLE FOR BENEFITS REPORTED ON FORM 5500	$ 9,653,542	$ 8,448,166

The following is a reconciliation of changes in net assets available for benefits reported on the financial statements to the Form 5500 at December 31:

	2013	2012
Net Increase in Net Assets Avaiable for Benefits Reported on the Financial Statements	$ 1,192,287	$ 1,312,851
Participant Contributions	13,089	(375)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS REPORTED ON FORM 5500	$ 1,205,376	$ 1,312,476

DAVID S. BROWN ENTERPRISES 401(K) PROFIT SHARING PLAN
EIN 52-1476857
PLAN # 001
SCHEDULE H
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR 2013

(a)	(b) Identity of Party	(C) Description of Assets	(d) Cost **	(e) Market Value
*	John Hancock Life Insurance Co (USA)	Lifestyle Growth	0.00	$ 2,439,128.49
*	John Hancock Life Insurance Co (USA)	Lifestyle Balanced	0.00	1,705,167.32
*	John Hancock Life Insurance Co (USA)	Lifestyle Aggressive	0.00	974,514.85
*	John Hancock Life Insurance Co (USA)	Money Market Fund	0.00	728,009.00
*	John Hancock Life Insurance Co (USA)	Lifestyle Moderate	0.00	597,356.78
*	John Hancock Life Insurance Co (USA)	EuroPacific Growth Fund	0.00	222,731.21
*	John Hancock Life Insurance Co (USA)	Lifestyle Conservative	0.00	198,328.65
*	John Hancock Life Insurance Co (USA)	Equity Income Fund	0.00	196,828.36
*	John Hancock Life Insurance Co (USA)	T. Rowe Price Health Sci	0.00	187,369.95
*	John Hancock Life Insurance Co (USA)	Davis New York Venture	0.00	156,240.84
*	John Hancock Life Insurance Co (USA)	Global Bond Fund	0.00	137,338.99
*	John Hancock Life Insurance Co (USA)	Total Return Fund	0.00	118,050.15
*	John Hancock Life Insurance Co (USA)	500 Index Fund	0.00	114,611.42
*	John Hancock Life Insurance Co (USA)	Financial Services Fund	0.00	106,205.00
*	John Hancock Life Insurance Co (USA)	American Balanced Fund	0.00	100,862.31
*	John Hancock Life Insurance Co (USA)	Intl Equity Index Fund	0.00	98,134.53
*	John Hancock Life Insurance Co (USA)	The Growth Fund of America	0.00	97,241.62
*	John Hancock Life Insurance Co (USA)	Natural Resources Fund	0.00	72,492.43
*	John Hancock Life Insurance Co (USA)	Real Est. Securities Fund	0.00	72,359.97
*	John Hancock Life Insurance Co (USA)	Templeton World	0.00	61,334.38
*	John Hancock Life Insurance Co (USA)	Oppenheimer Developing Mkt	0.00	60,359.94
*	John Hancock Life Insurance Co (USA)	Science & Technology Fund	0.00	60,016.85
*	John Hancock Life Insurance Co (USA)	International Value Fund	0.00	58,507.64
*	John Hancock Life Insurance Co (USA)	Washington Mutual Investors	0.00	56,552.99
*	John Hancock Life Insurance Co (USA)	Small Cap Opportunities Fund	0.00	55,778.83
*	John Hancock Life Insurance Co (USA)	Small Company Value Fund	0.00	52,939.42
*	John Hancock Life Insurance Co (USA)	Strategic Income Opp Fund	0.00	52,631.98
*	John Hancock Life Insurance Co (USA)	Mid Cap Stock Fund	0.00	50,892.88
*	John Hancock Life Insurance Co (USA)	Real Return Bond Fund	0.00	48,501.52
*	John Hancock Life Insurance Co (USA)	Fundamental Investors	0.00	42,388.35
*	John Hancock Life Insurance Co (USA)	Small Cap Index Fund	0.00	42,307.81
*	John Hancock Life Insurance Co (USA)	BlackRock Global Allocation	0.00	37,603.74
*	John Hancock Life Insurance Co (USA)	American Century Heritage	0.00	37,146.66
*	John Hancock Life Insurance Co (USA)	Utilities Fund	0.00	33,959.51
*	John Hancock Life Insurance Co (USA)	High Yield Fund	0.00	32,616.54
*	John Hancock Life Insurance Co (USA)	Investment Company of America	0.00	31,318.37
*	John Hancock Life Insurance Co (USA)	Blue Chip Growth Fund	0.00	30,609.94
*	John Hancock Life Insurance Co (USA)	Intl Small Cap Fund	0.00	29,960.14
*	John Hancock Life Insurance Co (USA)	Active Bond Fund	0.00	25,780.50
*	John Hancock Life Insurance Co (USA)	Mid Value Fund	0.00	24,506.10
*	John Hancock Life Insurance Co (USA)	Fundamental Large Cap Value	0.00	23,061.62
*	John Hancock Life Insurance Co (USA)	All Cap Core Fund	0.00	22,845.07
*	John Hancock Life Insurance Co (USA)	Small Cap Growth Index	0.00	19,024.25
*	John Hancock Life Insurance Co (USA)	Small Cap Value Fund	0.00	13,482.60
*	John Hancock Life Insurance Co (USA)	Mid Cap Index Fund	0.00	12,461.37
*	John Hancock Life Insurance Co (USA)	Total Stock Market Index Fund	0.00	9,410.31
*	John Hancock Life Insurance Co (USA)	Capital Appreciation Fund	0.00	9,215.26
*	John Hancock Life Insurance Co (USA)	DFA U.S. Small Cap Fund	0.00	6,480.32
*	John Hancock Life Insurance Co (USA)	International Core Fund	0.00	4,790.57
*	John Hancock Life Insurance Co (USA)	Short-Term Federal	0.00	2,572.92
*	John Hancock Life Insurance Co (USA)	U.S. Equity Fund	0.00	495.40
*	John Hancock Life Insurance Co (USA)	Inv Small Cap Growth	0.00	191.65
*	John Hancock Life Insurance Co (USA)	Ivy Asset Strategy Fund	0.00	116.84
*	John Hancock Life Insurance Co (USA)	Insurance Company General Account	0.00	28,783.00
		PARTICIPANT LOANS, INTEREST RATES 4.25%		250,942.70
				$ 9,652,559.84

* Party In interest

** Cost Basis not required, Plan investments are 100% participant directed

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 DAVID S. BROWN ENTERPRISES, LTD. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

100 PAINTERS MILL ROAD, STE 900

OWINGS MILLS MD 21117

2b Employer Identification Number (EIN) 52-1476857

2c Sponsor's telephone number (410) 363-3434

2d Business code (see instructions) 236200

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.

Signature of plan administrator	Date 4/8/14	Enter name of individual signing as plan administrator HOWARD S. BROWN
Signature of employer/plan sponsor	Date 4/8/14	Enter name of individual signing as employer or plan sponsor HOWARD S. BROWN
Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	**5**	158
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**	124
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	13
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	139
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	140
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	118
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	(1)	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(4)	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

DAVID S. BROWN ENTERPRISES 401(K) PROFIT SHARING PLAN
EIN 52-1476857
PLAN # 001
SCHEDULE H
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR 2013

(a)	(b) Identity of Party	(C) Description of Assets	(d) Cost **	(e) Market Value
*	John Hancock Life Insurance Co (USA)	Lifestyle Growth	0.00	$ 2,439,128.49
*	John Hancock Life Insurance Co (USA)	Lifestyle Balanced	0.00	1,705,167.32
*	John Hancock Life Insurance Co (USA)	Lifestyle Aggressive	0.00	974,514.85
*	John Hancock Life Insurance Co (USA)	Money Market Fund	0.00	728,009.00
*	John Hancock Life Insurance Co (USA)	Lifestyle Moderate	0.00	597,356.78
*	John Hancock Life Insurance Co (USA)	EuroPacific Growth Fund	0.00	222,731.21
*	John Hancock Life Insurance Co (USA)	Lifestyle Conservative	0.00	198,328.65
*	John Hancock Life Insurance Co (USA)	Equity Income Fund	0.00	196,828.36
*	John Hancock Life Insurance Co (USA)	T. Rowe Price Health Sci	0.00	187,369.95
*	John Hancock Life Insurance Co (USA)	Davis New York Venture	0.00	156,240.84
*	John Hancock Life Insurance Co (USA)	Global Bond Fund	0.00	137,338.99
*	John Hancock Life Insurance Co (USA)	Total Return Fund	0.00	118,050.15
*	John Hancock Life Insurance Co (USA)	500 Index Fund	0.00	114,611.42
*	John Hancock Life Insurance Co (USA)	Financial Services Fund	0.00	106,205.00
*	John Hancock Life Insurance Co (USA)	American Balanced Fund	0.00	100,862.31
*	John Hancock Life Insurance Co (USA)	Intl Equity Index Fund	0.00	98,134.53
*	John Hancock Life Insurance Co (USA)	The Growth Fund of America	0.00	97,241.62
*	John Hancock Life Insurance Co (USA)	Natural Resources Fund	0.00	72,492.43
*	John Hancock Life Insurance Co (USA)	Real Est. Securities Fund	0.00	72,359.97
*	John Hancock Life Insurance Co (USA)	Templeton World	0.00	61,334.38
*	John Hancock Life Insurance Co (USA)	Oppenheimer Developing Mkt	0.00	60,359.94
*	John Hancock Life Insurance Co (USA)	Science & Technology Fund	0.00	60,016.85
*	John Hancock Life Insurance Co (USA)	International Value Fund	0.00	58,507.64
*	John Hancock Life Insurance Co (USA)	Washington Mutual Investors	0.00	56,552.99
*	John Hancock Life Insurance Co (USA)	Small Cap Opportunities Fund	0.00	55,778.83
*	John Hancock Life Insurance Co (USA)	Small Company Value Fund	0.00	52,939.42
*	John Hancock Life Insurance Co (USA)	Strategic Income Opp Fund	0.00	52,631.98
*	John Hancock Life Insurance Co (USA)	Mid Cap Stock Fund	0.00	50,892.88
*	John Hancock Life Insurance Co (USA)	Real Return Bond Fund	0.00	48,501.52
*	John Hancock Life Insurance Co (USA)	Fundamental Investors	0.00	42,388.35
*	John Hancock Life Insurance Co (USA)	Small Cap Index Fund	0.00	42,307.81
*	John Hancock Life Insurance Co (USA)	BlackRock Global Allocation	0.00	37,603.74
*	John Hancock Life Insurance Co (USA)	American Century Heritage	0.00	37,146.66
*	John Hancock Life Insurance Co (USA)	Utilities Fund	0.00	33,959.51
*	John Hancock Life Insurance Co (USA)	High Yield Fund	0.00	32,616.54
*	John Hancock Life Insurance Co (USA)	Investment Company of America	0.00	31,318.37
*	John Hancock Life Insurance Co (USA)	Blue Chip Growth Fund	0.00	30,609.94
*	John Hancock Life Insurance Co (USA)	Intl Small Cap Fund	0.00	29,960.14
*	John Hancock Life Insurance Co (USA)	Active Bond Fund	0.00	25,780.50
*	John Hancock Life Insurance Co (USA)	Mid Value Fund	0.00	24,506.10
*	John Hancock Life Insurance Co (USA)	Fundamental Large Cap Value	0.00	23,061.62
*	John Hancock Life Insurance Co (USA)	All Cap Core Fund	0.00	22,845.07
*	John Hancock Life Insurance Co (USA)	Small Cap Growth Index	0.00	19,024.25
*	John Hancock Life Insurance Co (USA)	Small Cap Value Fund	0.00	13,482.60
*	John Hancock Life Insurance Co (USA)	Mid Cap Index Fund	0.00	12,461.37
*	John Hancock Life Insurance Co (USA)	Total Stock Market Index Fund	0.00	9,410.31
*	John Hancock Life Insurance Co (USA)	Capital Appreciation Fund	0.00	9,215.26
*	John Hancock Life Insurance Co (USA)	DFA U.S. Small Cap Fund	0.00	6,480.32
*	John Hancock Life Insurance Co (USA)	International Core Fund	0.00	4,790.57
*	John Hancock Life Insurance Co (USA)	Short-Term Federal	0.00	2,572.92
*	John Hancock Life Insurance Co (USA)	U.S. Equity Fund	0.00	495.40
*	John Hancock Life Insurance Co (USA)	Inv Small Cap Growth	0.00	191.65
*	John Hancock Life Insurance Co (USA)	Ivy Asset Strategy Fund	0.00	116.84
*	John Hancock Life Insurance Co (USA)	Insurance Company General Account	0.00	28,783.00
		PARTICIPANT LOANS, INTEREST RATES 4.25%		250,942.70
				$ 9,652,559.84

* Party In interest

** Cost Basis not required, Plan investments are 100% participant directed