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
MOORE CAPITAL MANAGEMENT, LP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

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

MOORE CAPITAL MANAGEMENT, LP

1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

2b Employer Identification Number (EIN)
26-3319657

2c Sponsor's telephone number
212-782-7346

2d Business code (see instructions)
523900

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.	10/02/2014	LAWRENCE NOE
	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**	615
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**	465
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	154
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	619
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	621
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	578
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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 2R 2T 3D 2S

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)	[ ] Insurance	**(1)**	[ ] 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) [ ] 0 **A** (Insurance Information)

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

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

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

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
MOORE CAPITAL MANAGEMENT, LP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOORE CAPITAL MANAGEMENT, LP

D Employer Identification Number (EIN)
26-3319657

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).. . . . . [X] 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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(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 50 64	NONE	7090	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71	NONE	3204	Yes [X] No [ ]	Yes [X] No [ ]	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 [ ]

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
CHARLES SCHWAB & CO AND AFFILIATES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

(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
MOORE CAPITAL MANAGEMENT, LP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MOORE CAPITAL MANAGEMENT, LP

D Employer Identification Number (EIN)
26-3319657

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: SCHWAB INDEXED RET 2010

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-011	C	621301

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2015

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-012	C	1323561

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2020

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-013	C	545426

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2025

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-014	C	781204

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2030

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-015	C	1131629

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2035

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-016	C	987237

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2040

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

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)
81-0625169-017	C	896411

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2045

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-018	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1519864

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2050

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-019	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 879882

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
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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
MOORE CAPITAL MANAGEMENT, LP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOORE CAPITAL MANAGEMENT, LP

D Employer Identification Number (EIN)
26-3319657

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)	501342	604157
(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)	4467459	5183888
(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)	648030	629964
(9) Value of interest in common/collective trusts	1c(9)	6300111	8686515
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	43835183	53755156
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	6577564	7076893

			(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	62329689	75936573
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	62329689	75936573

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)	604157	
	(B) Participants	2a(1)(B)	5353109	
	(C) Others (including rollovers)	2a(1)(C)	355399	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6312665
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	494	
	(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)	26005	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		26499
	(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)	1252727	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1252727
	(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)		1285964
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8340627
c Other income	2c		351420
d Total income. Add all **income** amounts in column (b) and enter total	2d		17569902
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3952611	
(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)		3952611
f Corrective distributions (see instructions)	2f		2239
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1078	
(4) Other	2i(4)	7090	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8168
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3963018
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		13606884
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: ERNST & YOUNG **(2)** EIN: 34-6565596

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
MOORE CAPITAL MANAGEMENT, LP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOORE CAPITAL MANAGEMENT, LP

D Employer Identification Number (EIN)
26-3319657

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): 42-1558009

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):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Moore Capital Management, LP 401(k) and Profit Sharing Plan
December 31, 2013 and 2012 and
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP



Building a better working world

Moore Capital Management, LP
401(k) and Profit Sharing Plan

Financial Statements
and Supplemental Schedule

December 31, 2013 and 2012 and
Years Ended December 31, 2013 and 2012

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Building a better working world

Report of Independent Auditors

The Trustee and Plan Administrator
Moore Capital Management, LP
401(k) and Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Moore Capital Management, LP 401(k) and Profit Sharing Plan, 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 ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

Building a better working world

Disclaimer of Opinion on Financial Statements

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

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information 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, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 28, 2014

Moore Capital Management, LP
401(k) and Profit Sharing Plan

Statements of Net Assets Available for Plan Benefits

	December 31	
	2013	**2012**
Assets		
Investments:		
Money market funds	$ 5,183,888	$ 4,467,459
Common/collective trusts	8,686,515	6,300,111
Mutual funds	53,755,156	43,835,183
Self-directed accounts	7,076,893	6,577,564
Total investments	74,702,452	61,180,317
Receivables		
Employer contributions	604,157	501,342
Interest	1,381	1,221
Notes receivable from participants	628,583	646,809
Total receivables	1,234,121	1,149,372
Net assets available for plan benefits	$ 75,936,573	$ 62,329,689

See accompanying notes.

Moore Capital Management, LP
401(k) and Profit Sharing Plan

Statements of Changes in Net Assets Available for Plan Benefits

	Year Ended December 31	
	2013	**2012**
Additions		
Investment income:		
Dividends	$ 1,252,727	$ 1,204,398
Interest	300,401	389,189
Net appreciation on common/collective trusts	1,285,964	715,404
Net appreciation on mutual funds	8,040,719	4,080,590
Net appreciation on self-directed accounts	347,142	432,887
Net investment income	11,226,953	6,822,468
Interest income on notes receivable from participants	26,005	26,034
Contributions		
Participants	5,353,109	5,224,397
Employer, net of forfeitures	604,157	501,342
Rollovers	355,399	201,095
Total contributions	6,312,665	5,926,834
Total additions	17,565,623	12,775,336
Deductions		
Benefits paid	3,954,849	4,194,902
Miscellaneous fees	3,890	3,550
Total deductions	3,958,739	4,198,452
Net increase in net assets available for plan benefits	13,606,884	8,576,884
Net assets available for plan benefits:		
Beginning of year	62,329,689	53,752,805
End of year	$ 75,936,573	$ 62,329,689

See accompanying notes.

Moore Capital Management, LP
401(k) and Profit Sharing Plan

Notes to Financial Statements

December 31, 2013

1. Plan Description

The following description of the Moore Capital Management, LP 401(k) and Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering substantially all employees of Moore Capital Management, LP, (the Company or Plan Administrator), Belvedere Property Management, LLC and Moore Charitable Foundation, Inc. Prior to July 15, 2006, employees who had reached the age of 19 were eligible for participation after three months of service. Beginning July 15, 2006, all employees regardless of age are immediately eligible to participate in the Plan. The Plan was established on January 1, 1993. On November 1, 2008, Moore Capital Management, LLC effectuated an internal restructuring whereby Moore Capital Management, LLC was replaced by a Delaware entity called Moore Capital Management, LP. Prior to November 1, 2008, the Plan covered all employees of Moore Capital Management, LLC. Charles Schwab Trust Company (the "Trustee") is the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Participants may elect to make a pre-tax salary deferral contribution by payroll deduction of 1% to 50% of their compensation. Provisions of Section 401(a) of the Internal Revenue Code provide that earnings of the Plan are not taxable to the participants until withdrawn. The Internal Revenue Code of 1986, as amended (the Tax Code), imposes a limitation (adjusted annually for cost-of-living increases) on participants' pre-tax contributions under Section 401(k) plans and other tax favored plans. The Tax Code imposed a limit of $17,500 for 2013 and $17,000 for 2012. In addition, employees over 50 years old may elect to contribute an additional $5,500 for 2013, unchanged from 2012. Effective January 1, 2011, employees are automatically enrolled into the plan after 45 days at a deferral savings rate of 3%. During these 45 days, employees have the option to opt out of the plan. In addition, if enrolled in the plan, every year on April 1st, employee's deferral savings rate will increase by 1% until they reach 10%.

Beginning January 1, 2006, the Plan included a Roth elective deferral option based on the requirements provided by Code Section 402A, as enacted by the Economic Growth and Tax Relief Reconciliation Act of 2001. The Roth elective deferral option permits participants to make post-tax salary deferral contributions by payroll deduction of 1% to 50% of their compensation.

1. Plan Description (continued)

In addition, participants are allowed to make additional post-tax contributions from 1% up to 50% of compensation, subject to certain limitations.

Rollover contributions arise from qualified contributions to the Plan of certain assets previously held on behalf of participants by other qualified plans.

The Company may contribute a discretionary match each year. During 2013 and 2012, the Company contributed 100% of the first $2,500 and $2,000, respectively, of the qualified compensation that a participant contributes to the Plan. The matching Company contribution is invested based on the existing allocation of the respective employee. Only employees earning less than $300,000 are eligible for this match. Additional profit sharing amounts may be contributed at the option of the Company's board of directors not to exceed the lesser of $44,000 or 100% of annual compensation. Employer contributions are transferred to the participants account during the first quarter of the next fiscal year.

Vesting of employer contributions occurs immediately if the participant's employment is terminated as a result of attaining the normal retirement age of 65, early retirement, disability, or death. Otherwise, the vesting of benefits is in accordance with the schedule set forth below:

Years of Service	Nonforfeitable Percentage
Less than 1	–
2	33.3%
3	66.7%
4	100%

Forfeitures, which arise when a participant's employment terminates prior to becoming 100% vested, may be used to reduce future Company contributions to the Plan. During 2013 and 2012, forfeitures amounted to $49,059 and $26,678, respectively, and were used to reduce employer contributions for the respective years. Participants vest immediately in their own contributions and investment earnings thereon and, consequently, these contributions are nonforfeitable.

A participant may elect, after attaining the age of 59½, to withdraw all or any portion of the value of his or her account. Withdrawals by participants before the age of 59½ are permitted only after meeting specified financial hardship criteria and approval of the Plan Administrator. If a

1. Plan Description (continued)

participant receives a hardship distribution, the participant will be prohibited from making pre-tax salary deferral contributions (or post-tax contributions) to the Plan for a six month period beginning on the date the participant received the hardship distribution. Any taxable withdrawals from this Plan prior to the attainment of age 59½ which are not rolled over into an Individual Retirement Account or other qualified plan may be subject to a 10% penalty by the Internal Revenue Service (IRS).

Distributions are paid as defined in the Plan document.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and are presented on the accrual basis of accounting.

Notes Receivable from Participants

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

The loan must be repaid within a maximum of a five-year period unless the loan is for the sole purpose of buying a principal residence. The total outstanding loan amount per participant cannot exceed the lesser of $50,000 or 50% of the participant's vested interest in the Plan and a reasonable rate of interest will be charged. During 2013, new loans and loan repayments, including interest, amounted to $323,100 and $341,326, respectively, and during 2012, new loans and loan repayments, including interest, amounted to $356,122 and $257,665, respectively. Loan and interest payments are applied to fund balances from which the proceeds were drawn unless otherwise specified by the participant. Interest on loans collected during the year

2. Summary of Significant Accounting Policies (continued)

amounted to $25,845 and $26,034 in 2013 and 2012, respectively, and is included in interest income on notes receivable from participants.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Funding Policy

The Company's funding policy for the employer annual contribution to the Plan is at the Company's discretion. Employee voluntary contributions are made through payroll deductions on a current basis.

Administrative Expenses and Other Fees

Expenses associated with the administration of the Plan may be paid for by the Plan or if the Company elects to do so, by the Company, as permitted by the terms of the Plan. Miscellaneous fees represent fees charged to participants for loan processing and other services.

2. Summary of Significant Accounting Policies (continued)

Valuation of Participant Accounts

Separate accounts are maintained for each participant whereby the participant's account is credited for contributions and the gains on the participant's investments. The participant's account will be reduced by its share of Plan expenses and investment losses.

Income Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the IRS dated May 23, 2008, stating that the form of the plan is qualified under Section 401 of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-6 and 2011-49, the Plan Administrator has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there is a 2012 IRS audit in progress relating specifically to the Plan. The Plan Administrator believes that the plan remains subject to examination by major tax jurisdictions for 3 years from the date of filing.

Plan Termination

While it has not expressed any intent to do so, the Company has the right to discontinue paying the administrative expenses of the Plan and to terminate the Plan at any time subject to the provisions of ERISA.

In the event of Plan termination, participants' accounts will become fully vested and nonforfeitable. Further, Plan assets will be distributed to each participant in accordance with the participant's account balance.

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

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

3. Investments and Income Recognition

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants at December 31, 2013 and 2012, and net appreciation/(depreciation) in investments, interest, dividends and interest income on notes receivable from participants for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee.

Participants can direct their contributions to any of the investment funds in increments of 1%. Participants can elect to change their contribution rate, investment direction of new contributions and transfer existing fund balances among the investment funds on a daily basis.

Investments in mutual funds are stated at fair value, based upon the closing net asset value of the mutual funds on the last business day of the Plan year. Common/collective trusts are also valued at net asset value per share/unit. Money market funds and interest and non-interest bearing cash are valued at cost, which approximates fair value. Self directed accounts are made up of mutual funds, interest bearing cash, and non-interest bearing cash. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

3. Investments and Income Recognition (continued)

The following is a schedule of investments held by the Plan in excess of 5% of the net assets available for plan benefits as of December 31, 2013 and 2012:

Investment	2013	2012
American Beacon International Equity	$ 5,977,340	$ 4,613,517
Columbia Large Cap Index Z	20,776,783	15,815,320
Personal Choice Retirement Account*	7,076,893	6,577,564
PIMCO Total Return Fund	5,725,239	6,693,092
Schwab Value Advantage Fund	5,183,888	4,467,459
TIAA-CREF Smallcap Blend Institutional	12,937,478	9,161,028

* No individual investment held within the Personal Choice Retirement Account is in excess of 5% of the net assets available for plan benefits.

3. Investments and Income Recognition (continued)

The following is a schedule of realized and unrealized appreciation (depreciation) of investments purchased and sold as well as held by the Plan during the years ended December 31, 2013 and 2012:

	December 31	
	2013	**2012**
Investment		
American Beacon International Equity	$ 865,723	$ 618,005
Cohen & Steers Realty Shares	-	210,487
Columbia Large Cap Index Z	4,725,483	1,803,981
Eaton Vance INC FD of Boston I	13,355	93,580
Federated US Gov't Sec 2-5 years	(14,293)	(5,331)
Parametric Tx-Mgd EM Mkts I	(2,144)	145,597
Personal Choice Retirement Account	347,142	432,888
PIMCO Real Return Fund- Institutional	(106,134)	28,456
PIMCO Total Return Fund	(323,024)	245,798
Schwab Indexed RET 2010	49,648	44,375
Schwab Indexed RET 2015	127,405	107,036
Schwab Indexed RET 2020	68,352	43,518
Schwab Indexed RET 2025	106,954	62,130
Schwab Indexed RET 2030	175,025	127,914
Schwab Indexed RET 2035	147,477	68,305
Schwab Indexed RET 2040	158,703	82,382
Schwab Indexed RET 2045	302,442	133,636
Schwab Indexed RET 2050	149,959	46,110
Templeton Global Bond Advantage	(9,111)	28,094
TIAA-CREF Smallcap Blend Institutional	3,039,890	903,958
Vanguard Intermediate Term Bond Signal	(55,686)	(9,463)
Vanguard REIT Index Signal	(93,341)	17,425
Total	$ 9,673,825	$ 5,228,881

4. Fair Value Measurements

Under U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy 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 and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active;
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals); or
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

4. Fair Value Measurements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

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

	Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 5,183,888	$ –	$ –	$ 5,183,888
Mutual funds:				
US equities	53,755,156	–	–	53,755,156
Self directed accounts	7,076,893	–	–	7,076,893
Common/collective trusts	–	8,686,515	–	8,686,515
Total assets at fair value	$ 66,015,937	$ 8,686,515	$ –	$ 74,702,452

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	$ 4,467,459	$ –	$ –	$ 4,467,459
Mutual funds:				
US equities	43,835,183	–	–	43,835,183
Self directed accounts	6,577,564	–	–	6,577,564
Common/collective trusts	–	6,300,111	–	6,300,111
Total assets at fair value	$ 54,880,206	$ 6,300,111	$ –	$ 61,180,317

The Plan recognizes transfers between levels in the fair value hierarchy using the beginning of the period method, which assumes the investment would be transferred in or out of a level at the fair value at the beginning of the reporting period. For the year ended December 31, 2013, there were no transfers between levels.

4. Fair Value Measurements (continued)

Common/Collective Trusts

The common/collective trusts fund (which are the Schwab Managed Retirement Trust Funds) (the Trust and the Funds) is designed as a single investment portfolio that adjusts allocations over time to become more conservative and meet the changing risk and return objectives of investors over their expected investment horizon. The asset allocation model for each Fund will include equity (including commodities and global real estate), fixed income, and cash/cash equivalents policy allocations, in accordance with the glide path. The Funds may diversify holdings by investing in assets across a variety of asset classes, including, but not limited to, domestic equity, international equity, global real estate (REITs), commodities, intermediate-term bond, cash/cash equivalents, and inflation-protected bond (U.S. TIPS). The values of the Target Funds will fluctuate up to and after the target dates. There is no guarantee the Funds will provide adequate income at or through retirement. Assets are allocated to a combination of the non-proprietary unitized accounts and collective trust funds. The Funds value the securities in their portfolios every business day. The Funds value their underlying funds and unitized accounts at their respective net asset value. The Plan determines its pro-rata share of the trust to arrive at fair value. There are no restrictions on participant redemptions and no restrictions on Plan level redemptions.

5. Related-Party Transactions

Certain Plan investments are shares of mutual funds or money market funds managed by the Trustee or its affiliates. The Trustee is the custodian as defined by the Plan and, therefore, these transactions qualify as permitted party-in-interest transactions.

Certain officers and employees of the Plan Administrator (who may also be participants in the Plan) perform administrative services related to the Plan's operations, record-keeping and financial reporting. The Plan Administrator pays these individuals' salaries and also pays all other administrative expenses on the Plan's behalf.

The foregoing transactions are not deemed prohibited party-in-interest transactions, because they are covered by statutory and administrative exemptions from the Code and ERISA's rules on prohibited transactions.

6. Subsequent Events

The Plan has evaluated the impact of events that have occurred subsequent to December 31, 2013 through August 28, 2014, the date the financial statements were available for issuance. Based on this evaluation, the Plan has determined that no events were required to be recognized or disclosed in the financial statements.

Supplemental Schedule

Moore Capital Management, LP
401(k) and Profit Sharing Plan

EIN: #26-3319657 Plan: #001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2013

Investments	Shares/Units	Fair Value
American Beacon International Equity	523,409.797	$ 5,977,340
Columbia Large Cap Index Z	582,472.199	20,776,783
Eaton Vance INC FD of Boston I	267,424.690	1,620,594
Federated US Gov't Sec 2-5 Years	39,736,807	439,886
Parametric Tx-Mgd EM Mkts I	32,964.065	1,608,317
Personal Choice Retirement Account	7,076,892.630	7,076,893
PIMCO Real Return Fund- Institutional	70,920.237	777,995
PIMCO Total Return Fund	535,569.585	5,725,239
*Schwab Value Advantage Fund	5,183,888.010	5,183,888
Templeton Global Bond Advantage	34,611.072	453,059
TIAA-CREF Smallcap Blend Institutional	687,432.419	12,937,478
Vanguard Intermediate Term Bond Signal	70,332.528	779,988
Vanguard REIT Index Signal	108,731.161	2,658,477
*Schwab Indexed RET 2010	40,714.359	621,301
*Schwab Indexed RET 2015	81,600.550	1,323,561
*Schwab Indexed RET 2020	31,821.827	545,426
*Schwab Indexed RET 2025	43,184.284	781,204
*Schwab Indexed RET 2030	60,612.138	1,131,629
*Schwab Indexed RET 2035	50,575.657	987,237
*Schwab Indexed RET 2040	45,387.893	896,411
*Schwab Indexed RET 2045	75,240.817	1,519,864
*Schwab Indexed RET 2050	43,731.732	879,882
*Notes Receivable from Participants interest rates from 4.25% to 9.25%, maturity dates ranging from 2014 to 2036	628,583.410	628,583
Total Investments and Loans to Participants		$ 75,331,035

Notes:

1. ** Indicates party-in-interest to the Plan.*
2. *Cost information is not required because the investments are participant directed.*

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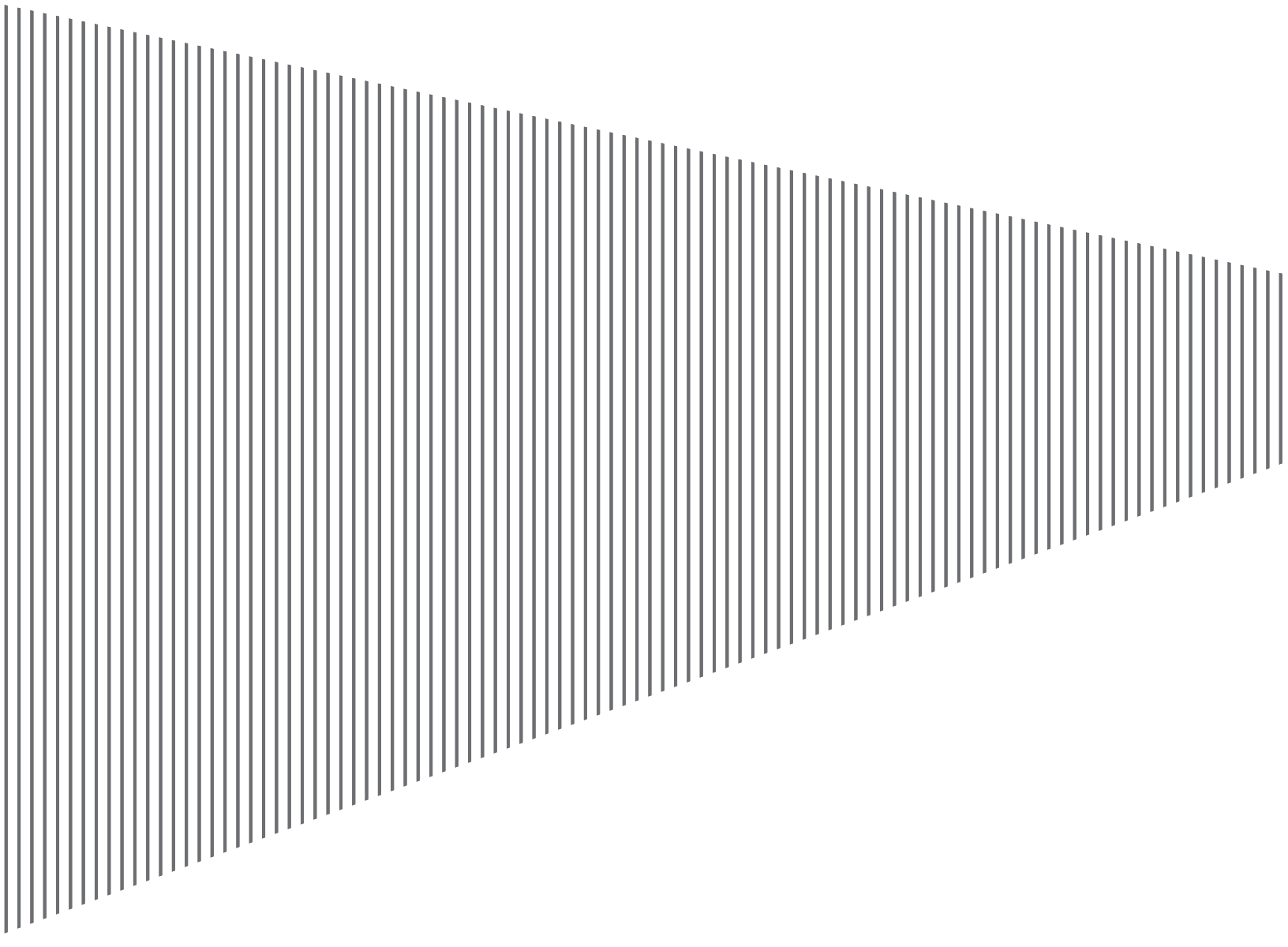

Moore Capital Management, LP 401(k) Plan

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2013

EIN: 26-3319657

Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.10% of average daily balance of asset(s)
Eaton Vance	20-1227352	Rate of 0.15% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.25% of average daily balance of asset(s)
Franklin Templeton Investments	94-3167260	Rate of 0.15% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Acadian Funds	04-2714625	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
BlackRock	04-6171663	Range of 0.40 - 0.50% of average daily balance of assets
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
Dreyfus	Not Available	Rate of 0.32% of average daily balance of asset(s)
Euro Pacific Asset Management	Not Available	Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.40% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Range of 0.35 - 0.40% of average daily balance of assets
Glenmede	Not Available	Rate of 0.40% of average daily balance of asset(s)
Guinness Atkinson	98-0534338	Rate of 0.40% of average daily balance of asset(s)
Hancock Horizon	64-0169065	Rate of 0.40% of average daily balance of asset(s)
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Henderson Global	06-1217855	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Invesco	58-2287224	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
Laudus Funds	94-3106735	Rate of 0.10% of average daily balance of asset(s)
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
Managers Funds	06-1298481	Range of 0.40 - 0.50% of average daily balance of assets
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Metropolitan West Funds	95-4597302	Rate of 0.40% of average daily balance of asset(s)
Midas	13-3823733	Rate of 0.40% of average daily balance of asset(s)
Muhlenkamp	25-1405412	Rate of 0.40% of average daily balance of asset(s)
Nile Capital Investment Trust	Not Available	Rate of 0.40% of average daily balance of asset(s)
Nomura Partners Funds	13-2866631	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Oberweis	Not Available	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.40 - 0.50% of average daily balance of assets
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.35% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.45% of average daily balance of asset(s)
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)

Rydex Funds	48-0409770	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Third Avenue	01-0690900	Rate of 0.47% of average daily balance of asset(s)
TIAA-CREF Mutual Funds	13-1624203	Rate of 0.20% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
Value Line	13-3139843	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Rate of 0.40% of average daily balance of asset(s)
World Funds, Inc	62-1177243	Rate of 0.40% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR: Moore Capital Management, LP
NAME OF PLAN: Moore Capital Management, LP 401(k) Plan
EIN: 26-3319657
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.25%)		629,964
*	SCHWAB VALUE ADVANTAGE FUND	Money Market / Cash Equivalent		5,183,888
*	SCHWAB INDEXED RET 2010	Common Collective Trust Fund		621,301
*	SCHWAB INDEXED RET 2015	Common Collective Trust Fund		1,323,561
*	SCHWAB INDEXED RET 2020	Common Collective Trust Fund		545,426
*	SCHWAB INDEXED RET 2025	Common Collective Trust Fund		781,204
*	SCHWAB INDEXED RET 2030	Common Collective Trust Fund		1,131,629
*	SCHWAB INDEXED RET 2035	Common Collective Trust Fund		987,237
*	SCHWAB INDEXED RET 2040	Common Collective Trust Fund		896,411
*	SCHWAB INDEXED RET 2045	Common Collective Trust Fund		1,519,864
*	SCHWAB INDEXED RET 2050	Common Collective Trust Fund		879,882
	PCRA	Self-Directed Brokerage Account		7,076,893
	AMERICAN BEACON INTL EQ IDX I	Registered Investment Company		5,977,340
	COLUMBIA LARGE CAP INDEX Z	Registered Investment Company		20,776,783
	EATON VANCE INC FD OF BOSTON I	Registered Investment Company		1,620,594
	FEDERATED US GOVT SEC 02/05/2014 YRS	Registered Investment Company		439,886
	PARAMETRIC TX-MGD EM MKT INSTL	Registered Investment Company		1,608,317
	PIMCO REAL RETURN FUND - INSTL	Registered Investment Company		777,995
	PIMCO TOTAL RETURN FUND	Registered Investment Company		5,725,239
	TEMPLETON GLOBAL BOND ADV	Registered Investment Company		453,059
	TIAA-CREF SMALLCAP BLEND INSTL	Registered Investment Company		12,937,478
	VANGUARD INTERM TERM BOND SIG	Registered Investment Company		779,988
	VANGUARD REIT INDEX SIGNAL	Registered Investment Company		2,658,477

* Party in interest