

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning 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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	1b Three-digit plan number (PN) ▶	001
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) AAA MID-ATLANTIC INC <div style="display: flex; justify-content: space-between;"> ONE RIVER PLACE WILMINGTON, DE 19801 ONE RIVER PLACE WILMINGTON, DE 19801 </div>	1c Effective date of plan 01/01/1950	2b Employer Identification Number (EIN) 23-0758010
		2c Sponsor's telephone number 302-299-4000
		2d Business code (see instructions) 524150

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	DEBRA KING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2014	MICHAEL SUMSKY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	2279
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	425
b Retired or separated participants receiving benefits		6b	755
c Other retired or separated participants entitled to future benefits		6c	980
d Subtotal. Add lines 6a , 6b , and 6c		6d	2160
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	91
f Total. Add lines 6d and 6e		6f	2251
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	
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: 1A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)	

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA MID-ATLANTIC INC		
		D Employer Identification Number (EIN) 23-0758010

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

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	GAC 300 ASSM 0	12	01/01/2013	12/31/2013

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

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

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

(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	

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	(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	

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

b Premiums paid to carrier	6b	-3822
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

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

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

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

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

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>AAA MID-ATLANTIC INC</u>	D Employer Identification Number (EIN) <u>23-0758010</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>158556735</u>
b Actuarial value	2b <u>158556735</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>803</u> <u>73455655</u>
b For terminated vested participants.....	3b <u>1007</u> <u>38173968</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>39462381</u>
(3) Total active.....	3c(3) <u>467</u> <u>39462381</u>
d Total.....	3d <u>2277</u> <u>151092004</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.36 %</u>
6 Target normal cost	6 <u>1590469</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/11/2014</u>
	Signature of actuary	Date
<u>STEPHEN A. CATONE, ASA</u>		<u>14-05357</u>
	Type or print name of actuary	Most recent enrollment number
<u>HAY GROUP, INC.</u>		<u>215-861-2333</u>
	Firm name	Telephone number (including area code)
<u>100 PENN SQUARE EAST PHILADELPHIA, PA 19107</u>		
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	4260733	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	4260733	0
10 Interest on line 9 using prior year's actual return of <u>10.10</u> %	430334	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	4691067	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	101.83 %
15 Adjusted funding target attainment percentage	15	104.94 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.70 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	750000				
04/23/2014	750000				
07/16/2014	750000				
09/08/2014	750000				
			Totals ►	18(b)	3000000 18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2786847
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	1590469										
b Excess assets, if applicable, but not greater than line 31a	31b	1590469										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2786847										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	2786847										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA MID-ATLANTIC INC	D Employer Identification Number (EIN) 23-0758010	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

HAY GROUP INC

100 PENN SQUARE EAST
PHILADELPHIA, PA 19107

22-2613530

(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?
11	NONE	0	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

JOHNSON LAMBERT LLP

3110 FAIRVIEW PARK DRIVE, SUITE 800
FALLS CHURCH, VA 22042

52-1446779

(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?
10	NONE	0	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

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:

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA MID-ATLANTIC INC	D Employer Identification Number (EIN) 23-0758010

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
--------	--

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☒		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items			
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items			
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items			
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items			
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items			
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
AAA MID-ATLANTIC INC	PLAN SPONSOR	AN ERROR WAS MADE IN TRANSFERING FUNDS, RESULTING IN A LOAN TO THE PLAN SPONSOR OF \$994,000 ON 12/27/13.	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
			994000
(i) Current value of asset	(j) Net gain (or loss) on each transaction		
			994000

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(i) Current value of asset	(j) Net gain (or loss) on each transaction		

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA MID-ATLANTIC INC	D Employer Identification Number (EIN) 23-0758010	

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)		2250000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	479319	1417746
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	45806145	41777966
(2) U.S. Government securities	1c(2)	5343118	2854084
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	17614596	19640294
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	581600	1486400
(B) Common.....	1c(4)(B)	88910011	108482632
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	158734789	177909122

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	178054	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	178054	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	158556735	177909122
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3000000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	367494	
(B) U.S. Government securities	2b(1)(B)	156533	
(C) Corporate debt instruments	2b(1)(C)	816152	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1340179
(2) Dividends: (A) Preferred stock	2b(2)(A)	16476	
(B) Common stock	2b(2)(B)	2761333	
(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)		2777809
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	32026885	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	27242718	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		4784167
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	15077099	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		15077099

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		26979254

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7626867	
(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)		7626867
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7626867

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19352387
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: JOHNSON LAMBERT LLP

(2) EIN: 52-1446779

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	X		994000
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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 AAA MID-ATLANTIC PENSION TRUST	6b Trust's EIN 236289261
---	------------------------------------

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 <u>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AAA MID-ATLANTIC INC</u>	D Employer Identification Number (EIN) <u>23-0758010</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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 <u>6</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

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: 61.8% Investment-Grade Debt: 12.6% High-Yield Debt: _____% Real Estate: _____% Other: 25.6%

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 SCHEDULES

AAA Mid-Atlantic Defined Benefit Pension Plan
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

AAA Mid-Atlantic Defined Benefit Pension Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2013 and 2012

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Report of Independent Auditors

Board of Directors
AAA Mid-Atlantic, Inc.

We have audited the accompanying financial statements of the AAA Mid-Atlantic Defined Benefit Pension Plan (the 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 then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the Plan's net assets available for benefits as of December 31, 2013 and changes therein for the year then ended and its financial status as of December 31, 2012 and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule G, part III – Schedule of Nonexempt Transactions for the year ended December 31, 2013, Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2013 and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2013 are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Johnson Lambert LLP

Falls Church, Virginia
September 22, 2014

AAA Mid-Atlantic Defined Benefit Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments:		
U.S. Government securities	\$ 2,854,084	\$ 5,343,118
Corporate bonds	11,756,270	13,679,879
Mortgage-backed securities	3,193,165	1,352,281
Municipal bonds	4,690,859	2,582,436
Preferred and common stocks	109,969,032	89,491,611
Short-term money market funds	41,777,966	45,806,145
	<u>174,241,376</u>	<u>158,255,470</u>
Receivables:		
Receivable from employer	994,000	-
Contribution receivable	2,250,000	-
Accrued income	423,746	479,319
	<u>3,667,746</u>	<u>479,319</u>
Payables:		
Due to employer	-	178,054
	<u>-</u>	<u>178,054</u>
Net assets available for benefits	<u>\$ 177,909,122</u>	<u>\$ 158,556,735</u>

See accompanying notes.

AAA Mid-Atlantic Defined Benefit Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	2012
Additions		
Investment income:		
Interest	\$ 1,340,179	\$ 1,701,919
Dividends	2,777,809	2,642,086
Net appreciation in fair value of investments	19,861,266	10,124,310
	<u>23,979,254</u>	<u>14,468,315</u>
Contributions:		
AAA Mid-Atlantic, Inc.	3,000,000	-
Total additions	<u>26,979,254</u>	<u>14,468,315</u>
Deductions		
Pension payments to participants or their beneficiaries	<u>7,626,867</u>	<u>6,968,254</u>
Total deductions	<u>7,626,867</u>	<u>6,968,254</u>
Net increase	<u>19,352,387</u>	<u>7,500,061</u>
Net assets available for benefits:		
Beginning of year	158,556,735	151,056,674
End of year	<u>\$ 177,909,122</u>	<u>\$ 158,556,735</u>

See accompanying notes.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of the Plan

The following brief description of the AAA Mid-Atlantic Defined Benefit Pension Plan (the Plan) is provided for general information purposes only. Information about the Plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation's benefit guarantee is contained in the Plan document. Copies of the Plan document are available from the Pension Committee. Participants should refer to the Plan document for more complete information.

The Plan is a defined benefit plan that provides pension benefits to certain employees of AAA Mid-Atlantic Inc. and subsidiaries (the Company).

In the last quarter of 2004, participants were given the opportunity to remain in the Plan or to stop participating in the Plan after December 31, 2004 and move their pension benefits to the AAA Mid-Atlantic 401(k) and Defined Contribution Retirement Plan (DC Plan). Any participant who elected to stop participating in the Plan after 2004 ceased to be an active participant at midnight December 31, 2004 and their accrued benefit was frozen as of December 31, 2004. These participants automatically participate in the DC Plan.

Employees hired or rehired on or after September 1, 2004 are ineligible to participate in the Plan and have the opportunity to participate in the DC Plan.

Employees become vested in the Plan after completing at least five (5) years of continuous service. On April 1, 2012, the Company transferred the ownership of the corporate call centers to ACP Services LLC (ACP Services). Eligible employees who were transferred to ACP Services had their plan benefits frozen as of March 31, 2012. Eligible call center employees were terminated from the Plan effective March 31, 2012 and are no longer eligible to earn additional plan benefits.

The Company agreed to contribute amounts that are necessary to provide sufficient assets to meet the Plan participant and beneficiary payment requirements. Contributions to the Plan are based upon the actuarial determination of normal cost subject to a "full funding limitation" as defined by the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan has no unfunded prior service cost. The Plan has met the ERISA minimum funding requirements. Pension benefits upon retirement are based on the participant's final average annual earnings and years of service.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

The Company has the right under the Plan to discontinue contributions at any time and terminate the Plan. In the event of termination of the Plan, the net assets of the Plan will be allocated for payment to the participants in an order of priority as described by ERISA and its regulations and the Plan document. However, in the event of termination of the Plan, the Pension Benefit Guaranty Corporation guarantees the payment of nonforfeitable basic benefits subject to certain limitations prescribed by ERISA. Some benefits may be fully or partially provided for by the then existing net assets and the Pension Benefit Guaranty Corporation guarantee, while other benefits may not be provided at all. The Plan sponsor pays administrative expenses on behalf of the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

The Plan's investments 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.

In accordance with ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), assets and liabilities measured at fair value are categorized into a hierarchy as described further in Note 4.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries.

Benefits for retired or terminated participants or their beneficiaries are based on participants' compensation during their five highest compensated consecutive years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee services rendered to the valuation date. For funding purposes, the Unit Credit Actuarial Cost Method was used to determine the accumulated present value of benefits (both vested and nonvested) as of the valuation date.

Reclassifications

Certain 2012 balances have been reclassified to conform to the 2013 presentation.

3. Accumulated Plan Benefits

The Plan utilizes actuaries to estimate the actuarial present value of accumulated plan benefits, which is the present value of estimated future benefit payments. The discount rate utilized in this present value calculation reflects both the time value of money and the probability of payment between the valuation date and the expected date of payment. The calculation also includes assumptions for participant retirement, disability, withdrawal, and death.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The actuarial present value of accumulated plan benefits is estimated as of the beginning of each year. The accumulated plan benefit as of December 31, 2012 is as follows:

Vested benefits:	
Participants currently receiving payments	\$ 94,922,680
Other participants	<u>144,286,138</u>
	239,208,818
Nonvested benefits	-
	<u><u>\$ 239,208,818</u></u>

The change in actuarial present value of accumulated plan benefits was as follows:

Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 214,982,601
Increase (decrease) during the year attributable to:	
Passage of time	7,402,497
Benefit accrual and actuarial experience	6,167,866
Actuarial assumption changes	17,624,108
Benefits paid	<u>(6,968,254)</u>
	24,226,217
Actuarial present value of accumulated plan benefits as of December 31, 2012	<u><u>\$ 239,208,818</u></u>

The discount rate decreased from 3.50% in 2011 to 3.00% in 2012 which had the effect of increasing the present value of accumulated plan benefits by \$17,624,108.

Significant assumptions underlying the actuarial valuation as of December 31, 2012 are as follows:

Discount rate	3.00%
Mortality basis	RP 2007 SP Table
Retirement age	Age 65 or immediately if already past age 65

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

GAAP establishes a fair value hierarchy that prioritizes the inputs in the valuation techniques used to measure fair value into three broad Levels (Level 1, 2 or 3).

- Level 1 – Observable inputs that reflect quoted market prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date. Level 1 securities include highly liquid U.S. Treasury securities and exchange traded equity securities.
- Level 2 – Observable inputs, other than quoted market prices included in Level 1, for the asset or liability or similar assets and liabilities. Debt securities and certain preferred stocks are model priced by vendors using observable inputs and are classified within Level 2. The inputs can include some or all of the following into a valuation model:
 - quoted prices on similar assets in active markets
 - quoted prices on actual assets that are not active
 - inputs other than quoted prices such as yield curves, volatilities, or prepayment speeds
 - inputs derived from market data
- Level 3 – Valuations that are derived from techniques in which one or more of the significant inputs are unobservable (including assumptions about risk). Level 3 securities include less liquid securities such as highly structured and/or lower quality asset-backed securities (“ABS”) and commercial mortgage-backed securities, including ABS backed by sub-prime loans, private placement debt and equity securities. Because Level 3 fair values, by their nature, contain unobservable market inputs, considerable judgment is used to determine the fair values. Level 3 fair values represent the Company’s best estimate of an amount that could be realized in a current market exchange absent actual market exchanges.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The valuation methodologies used to determine the fair values of assets and liabilities under the “exit price” notion reflect the market-participant objectives and are based on the application of the fair value hierarchy that prioritizes observable market inputs over unobservable inputs. The Plan determines the fair values of financial assets through recognized third-party pricing services. The Plan performs a monthly analysis on the prices and credit spreads received from third parties to ensure that the prices represent a reasonable estimate of fair value. The Plan has evaluated the various types of securities in its investment portfolio to determine an appropriate fair value hierarchy level of Level 1, 2 or 3. Most prices provided by third-party pricing services are classified into Level 2 because the inputs used in pricing the securities are market observable.

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Debt securities:				
U.S. Government and sponsored agencies	\$ -	\$ 2,854,084	\$ -	\$ 2,854,084
Municipal bonds	-	4,690,859	-	4,690,859
Mortgage backed securities	-	3,193,165	-	3,193,165
Corporate bonds:				
Investment grade	-	9,916,270	-	9,916,270
Non-investment grade	-	1,840,000	-	1,840,000
Total debt securities	-	22,494,378	-	22,494,378
Short-term money market funds	41,777,966			41,777,966
Preferred and common stocks:				
Banking securities	7,152,730	-	-	7,152,730
Financial securities	5,890,928	1,134,800	-	7,025,728
Consumer securities	24,294,820	-	-	24,294,820
Energy securities	8,778,702	-	-	8,778,702
Industrial and materials securities	20,718,070	-	-	20,718,070
Healthcare securities	11,003,072	-	-	11,003,072
Other securities	30,644,310	351,600	-	30,995,910
Total equities	108,482,632	1,486,400	-	109,969,032
Total assets at fair value	\$ 150,260,598	\$ 23,980,778	\$ -	\$ 174,241,376

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Debt securities:				
U.S. Government and sponsored agencies	\$ -	\$ 5,343,118	\$ -	\$ 5,343,118
Municipal bonds	-	2,582,436	-	2,582,436
Mortgage backed securities	-	1,352,281	-	1,352,281
Corporate bonds:				
Investment grade	-	12,824,996	-	12,824,996
Non-investment grade	-	854,883	-	854,883
Total debt securities	-	22,957,714	-	22,957,714
Short-term money market funds	45,806,145			45,806,145
Preferred and common stocks:				
Banking securities	3,262,781	-	-	3,262,781
Financial securities	4,741,465	218,400	-	4,959,865
Consumer securities	19,526,203	-	-	19,526,203
Energy securities	8,818,357	-	-	8,818,357
Industrial and materials securities	15,270,392	-	-	15,270,392
Healthcare securities	8,770,618	-	-	8,770,618
Other securities	28,503,561	379,834	-	28,883,395
Total equities	88,893,377	598,234	-	89,491,611
Total assets at fair value	\$ 134,699,522	\$ 23,255,948	\$ -	\$ 158,255,470

5. Investments

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

	December 31	
	2013	2012
IShares Russell MidCap fund	\$ 11,863,418	\$ -
Discover Money Market	41,700,361	43,077,349

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

5. Investments (continued)

The Plan's investments (including investments bought, sold, as well as held during the year) (depreciated) appreciated in fair value as follows:

	Year Ended December 31	
	2013	2012
U.S. Government securities	\$ (277,803)	\$ (174,049)
Corporate bonds	(461,828)	428,783
Preferred and common stocks	20,600,897	9,869,576
	<u>\$ 19,861,266</u>	<u>\$ 10,124,310</u>

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated March 5, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor has indicated it will take necessary steps to maintain the Plan's qualified tax status. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require 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 Company 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 are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2010.

7. Related Party Transactions

Certain Plan investments, comprising the short-term money market funds, are managed by PNC Bank and Bank of America. PNC Bank and Bank of America are the custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees for these services are paid by the Company.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements (continued)

8. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

9. Subsequent Events

Management evaluated subsequent events for the Plan through September 22, 2014, the date the financial statements were available to be issued.

Supplemental Schedules

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

Schedule G, part III – Schedule of Nonexempt Transactions

Year Ended December 31, 2013

Identity of Party Involved	Relationship to Plan, employer, or other party-in-interest	Description of transactions including maturity date, rate of interest, collateral, par, or maturity value	Purchase Price	Selling Price	Lease Rental	Transaction Expenses	Cost of Asset	Current Value of Asset	Net Gain or (Loss) on each Transaction
AAA Mid-Atlantic Inc.	Employer	\$994,000	\$994,000	\$994,000	\$ -	\$ -	\$994,000	\$994,000	\$ -

Note: The nonexempt transaction resulted from cash funds inadvertently transferred to the Plan Sponsor. The \$994,000 was remitted to the Plan on January 2, 2014.

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value		Cost	Current Value
Short-term money market funds				
*Blackrock – Institutional Fund	77,606	Money Market	\$ 77,606	\$ 77,606
*Discover Money Market	41,700,360	Money Market	41,700,360	41,700,380
Total short-term money market funds			41,777,966	41,777,986
U.S. Government and sponsored agency securities				
Federal Home Loan Mortgage Corporation	854,316	5.000% due 02/15/2023	838,298	905,357
Federal National Mortgage Association	700,000	1.250% due 08/13/2027	685,300	669,810
Federal National Mortgage Association	157,954	5.000% due 05/25/2032	156,078	161,315
Federal National Mortgage Association	512,710	5.500% due 03/25/2038	504,058	551,124
Federal National Mortgage Association	532,334	5.190% due 01/01/2023	496,069	566,478
Total U.S. government securities			2,679,803	2,854,084
Municipal bonds				
Pasco County Florida School Board	1,200,000	2.440% due 12/15/2025	992,292	928,596
University Central Florida	1,500,000	5.125% due 10/01/2020	1,364,250	1,444,515
Virgin Islands Public Finance Authority	950,000	5.250% due 10/01/2027	984,190	953,154
Yolo County California	1,400,000	5.000% due 12/01/2022	1,391,278	1,364,594
Total municipal bonds			4,732,010	4,690,859
Mortgage-backed securities				
Student Loan Corporation	2,500,000	0.069% due 07/15/2036	2,083,750	2,016,082
Virginia State Housing Development Authority	406,703	6.000% due 12/15/2025	405,433	412,548
U.S. Department of Transportation	764,535	5.594% due 12/07/2021	756,467	764,535
Total mortgage-backed securities			3,245,650	3,193,165
Corporate bonds				
General Electric Capital Corporation	1,000,000	1.243% due 04/15/2023	1,000,000	993,904
Kimberly Clark Corporation	300,000	6.250% due 07/15/2018	289,560	351,636
National City Corporation	1,000,000	4.900% due 01/15/2015	876,250	1,045,370
Nationwide Mutual Insurance Company	1,500,000	5.810% due 12/15/2024	1,447,500	1,518,750
Northwestern Corporation	1,545,000	6.040% due 09/01/2016	1,527,155	1,726,651
Penn Mutual Life Insurance Co.	1,000,000	6.650% due 06/15/2034	889,300	1,114,441
* PNC Preferred Funding	1,000,000	1.535% due 12/29/2049	1,000,000	920,000
Pricoa Global Funding	1,000,000	1.600% due 05/29/2018	976,200	969,345
Union Bank of California	1,000,000	5.950% due 05/11/2016	971,610	1,108,139
USB Realty Corporation	1,000,000	1.487% due 12/15/2049	997,450	920,000
Virginia Electric & Power Company	1,000,000	5.400% due 01/15/2016	873,820	1,088,034
Total corporate bonds			10,48,845	11,756,270

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
Preferred and common stocks			
Federal Home Loan Mortgage Corporation	40,000 0.00%	1,000,000	358,800
Cabco TST	20,000 0.83%	449,440	350,600
Federal National Mortgage Association	40,000 0.00%	981,200	350,000
Federal National Mortgage Association	30,000 0.00%	1,432,500	426,000
3M Company	8,641 shares	718,859	1,211,900
Abbott Laboratories Incorporated	48,552 shares	1,452,674	1,860,998
Abbvie Incorporated	43,852 shares	1,388,958	2,315,824
Air Products & Chemicals Incorporated	12,462 shares	950,501	1,393,002
Altria Group Incorporated	52,350 shares	924,667	2,009,716
American Electric Power Incorporated	24,500 shares	1,018,289	1,145,130
American Express Company	12,400 shares	577,262	1,125,052
Apple Incorporated	4,830 shares	2,262,132	2,709,727
Automatic Data Processing Incorporated	12,000 shares	835,547	969,588
Bank of New York Mellon Corporation	57,067 shares	1,694,093	1,993,921
Baxter International Incorporated	30,300 shares	1,630,740	2,107,365
Carnival Corporation	57,800 shares	1,880,337	2,321,826
Caterpillar Incorporated	26,620 shares	2,236,285	2,417,362
Chevron Corporation	16,300 shares	1,490,303	2,036,033
Cisco Systems Incorporated	102,505 shares	2,313,943	2,299,187
Coach Inc.	35,800 shares	1,956,129	2,009,454
Comcast Corporation	35,900 shares	965,608	1,865,544
ConocoPhillips Company	26,880 shares	1,170,230	1,899,072
Diageo PLC	18,500 shares	2,252,254	2,449,770
DuPont E I De Nemours & Company	15,500 shares	694,293	1,007,035
Duke Energy Corporation	18,233 shares	1,079,818	1,258,259
EMC Corporation	87,600 shares	1,772,635	2,203,140
Emerson Electric Company	34,262 shares	1,713,491	2,404,507
Freeport McMoran Copper & Gold Inc.	75,600 shares	2,583,571	2,853,144
General Electric Company	106,401 shares	3,011,954	2,982,420
Glaxo Smithkline PLC – ADR	54,251 shares	2,426,683	2,896,461
HSBC Holdings PLC	50,300 shares	2,754,511	2,773,039
Halliburton Company	30,600 shares	1,057,716	1,552,950
Home Depot Incorporated	26,326 shares	1,406,614	2,167,683
International Business Machines Corporation	11,391 shares	1,813,814	2,136,610
ISHARES Russell Midcap Fund	79,100 shares	9,238,983	11,863,418
JP Morgan Chase & Company	47,800 shares	1,719,561	2,795,344
McDonalds Corporation	18,200 shares	1,573,938	1,765,946
Microsoft Corporation	26,181 shares	683,320	979,431
Mondelez International Incorporated	55,200 shares	1,482,226	1,948,560
Monsanto Company	19,000 shares	1,523,649	2,214,450

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
Nike Incorporated Class B	12,300 shares	582,923	967,272
Oracle Corporation	46,900 shares	1,312,594	1,794,394
PepsiCo Incorporated	22682 shares	1,390,465	1,881,245
Pfizer Incorporated	59,498 shares	1,219,185	1,822,424
Phillip Morris International Corporation	27,450 shares	1,313,560	2,391,719
* PNC Financial Services Group Corporation	25,400 shares	1,160,524	1,970,532
Qualcomm Incorporated	34,300 shares	2,039,792	2,546,775
Raytheon Company	18,605 shares	803,383	1,687,474
Royal Dutch Shell PLC	31,700 shares	2,135,668	2,380,987
Schlumberger Ltd.	10,095 shares	687,668	909,660
Southern Company	24,800 shares	1,032,623	1,019,528
Sysco Corporation	27,284 shares	900,692	984,953
Target Corporation	24,200 shares	1,439,906	1,531,134
Washington Muni BEO 144A	1000 shares	-	1,000
Wells Fargo & Company	52,550 shares	1,583,483	2,385,770
Williams Companies Incorporated	57,300 shares	1,290,127	2,210,061
WMI Holdings Corporation	19,800 shares	-	55,836
Total preferred and common stocks		87,011,321	109,969,032
Total investments		\$ 150,295,595	\$ 174,241,376

*Party-in-interest

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

Identity of Party Involved	Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on		Net Gain or (Loss)
					Transaction Date		
<u>Category (3) – A Series of transactions in excess of 5% of plan assets</u>							
Discover Money Market	Money Market	\$ 30,718,824	\$ -	\$ 30,718,824	\$ 30,718,824	\$ -	-
		-	32,095,813	32,095,813	32,095,813	-	-

There were no category (1), (2), or (4) reportable transactions during 2013.

Columns for “Lease Rental” and “Expense Incurred with Transaction” are not applicable.

AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN

EIN: 23-0758010

PN: 001

2013 Schedule B (Form 5500) - Line 26 - Schedule of Active Participant Data

Years of Credited Service															
Attained Age	0 - 4		5 - 9		10 - 14		15 - 19		20 - 24		25 - 29		30 +		TOTAL
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25	0	-	0		0	-	0	-	0	-	0	-	0	-	-
25-29	0	-	7		0		0	-	0	-	0	-	0	-	7
30-34	0	-	6		8		2		0	-	0	-	0	-	16
35-39	0	-	5		17		9		0	-	0	-	0	-	31
40-44	0	-	12		24	70,093	21	62,727	9	-	0	-	0	-	66
45-49	0	-	6		20	72,325	23	68,656	7		5	-	1	-	62
50-54	0	-	6		18		28	65,471	15	-	8	-	10	-	85
55-59	0	-	10		31	74,238	26	70,734	14	-	8	-	8	-	97
60-64	0	-	6		30	94,441	23	70,528	10	-	3	-	2	-	74
65+	0	-	3		10		11		1	-	1	-	3	-	29
TOTAL	0		61		158		143		56		25		24		467

Actuarial Assumptions and Methods

This schedule summarizes the actuarial assumptions and cost methods used for the valuation.

I. Actuarial Assumptions for Cost Calculations

Interest

Funding: Funding Segment Rates under MAP-21 of 4.94%, 6.15%, 6.76%. (In the prior valuation, the rates were 5.54%, 6.85%, 7.52%.)

PBGC: IRC 430(h) Funding Segment Rates of 1.02%, 4.40%, 5.54% (Last year's were 1.98%, 5.07%, 6.19%).

ASC 960: 3.0% (Prior interest rate was 3.5%.)

Salary Increases

3.0% per annum, compounded annually.

Social Security Taxable Wage Base

Assumed to increase by 3.0% per year, compounded annually.

Cost of Living Increases

Annual cost of living adjustment no greater than 3.0% per annum, compounded annually; applicable only to the frozen December 31, 1992 Maryland benefit and the frozen December 31, 2001 Central-West Jersey benefit.

Mortality

- (a) RP 2007 SP Table for ASC 715-30 (FAS 87) /ASC 960 (FAS 35) purposes.
- (b) RP 2013 annuitants and non-annuitants for PPA funding purposes.

Withdrawal

Withdrawal rates which vary by age were assumed. Sample rates are illustrated below:

<u>Age</u>	<u>Male</u>	<u>Female</u>
25	5.0%	10.0%
30	5.0	10.0
35	5.0	5.0
40	5.0	5.0
45	5.0	5.0
50	5.0	5.0
55	2.5	2.5
60	0.0	0.0

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010

PN: 001

A loading factor based on service was applied to the above age-based rates. The factors are as illustrated below:

<i>Service</i>	<i>Factor</i>
1 year	2.00
2 years	1.50
3 years	1.25
4 years and later	1.05

Retirement

All active participants were assumed to retire at Normal Retirement Age or immediately if currently older than Normal Retirement Age.

Disability

No disability rates were assumed.

Spouses

85% of the active participants were assumed to be married with wives 3 years younger than husbands.

Expenses

None assumed. Expenses were assumed to be paid directly by the employer.

Asset Valuation Method

Market value.

II. Actuarial Assumptions for Calculation of Actuarial Present Value of Accumulated Plan Benefits

Same as above except no future salary or taxable wage base increases were assumed.

III. Actuarial Cost Methods

For funding and ASC 960 (FAS 35) purposes, the Unit Credit Actuarial Cost Method was used to determine the actuarial present value of accumulated plan benefits (both vested and nonvested) as of the valuation date.

Benefits related to nonvested terminated participants were not valued even though benefits may be reinstated if any such participants were rehired.

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 PN: 001

Shortfall Amortization Charges for 2013

This schedule shows the Shortfall Amortization Charge (SAC), which is the Funding Shortfall (FS) amortized over a period of seven years.

To determine the Plan Funding Percentage for the Shortfall Amortization Base Exemption, plan assets are reduced by the Prefunding Balance, as shown below.

- $(\text{Assets} - \text{Prefunding Balance}) / \text{Funding Target}$

$$(158,556,735 - 0) / 151,092,004 = 104.9\%$$

Since the funding percentage of 104.9% (also shown in Schedule C, #6) is greater than 100% for plan year 2013, a SAC is not needed for 2013.

Amortization Schedule

None.

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

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*Discover Money Market	41,700,360	Money Market	41,700,360	41,700,380
Total short-term money market funds			41,777,966	41,777,986
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Federal Home Loan Mortgage Corporation	854,316	5.000% due 02/15/2023	838,298	905,357
Federal National Mortgage Association	700,000	1.250% due 08/13/2027	685,300	669,810
Federal National Mortgage Association	157,954	5.000% due 05/25/2032	156,078	161,315
Federal National Mortgage Association	512,710	5.500% due 03/25/2038	504,058	551,124
Federal National Mortgage Association	532,334	5.190% due 01/01/2023	496,069	566,478
Total U.S. government securities			2,679,803	2,854,084
Municipal bonds				
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University Central Florida	1,500,000	5.125% due 10/01/2020	1,364,250	1,444,515
Virgin Islands Public Finance Authority	950,000	5.250% due 10/01/2027	984,190	953,154
Yolo County California	1,400,000	5.000% due 12/01/2022	1,391,278	1,364,594
Total municipal bonds			4,732,010	4,690,859
Mortgage-backed securities				
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Virginia State Housing Development Authority	406,703	6.000% due 12/15/2025	405,433	412,548
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Total mortgage-backed securities			3,245,650	3,193,165
Corporate bonds				
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National City Corporation	1,000,000	4.900% due 01/15/2015	876,250	1,045,370
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Northwestern Corporation	1,545,000	6.040% due 09/01/2016	1,527,155	1,726,651
Penn Mutual Life Insurance Co.	1,000,000	6.650% due 06/15/2034	889,300	1,114,441
* PNC Preferred Funding	1,000,000	1.535% due 12/29/2049	1,000,000	920,000
Pricoa Global Funding	1,000,000	1.600% due 05/29/2018	976,200	969,345
Union Bank of California	1,000,000	5.950% due 05/11/2016	971,610	1,108,139
USB Realty Corporation	1,000,000	1.487% due 12/15/2049	997,450	920,000
Virginia Electric &Power Company	1,000,000	5.400% due 01/15/2016	873,820	1,088,034
Total corporate bonds			10,48,845	11,756,270

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
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Cabco TST	20,000 0.83%	449,440	350,600
Federal National Mortgage Association	40,000 0.00%	981,200	350,000
Federal National Mortgage Association	30,000 0.00%	1,432,500	426,000
3M Company	8,641 shares	718,859	1,211,900
Abbott Laboratories Incorporated	48,552 shares	1,452,674	1,860,998
Abbvie Incorporated	43,852 shares	1,388,958	2,315,824
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Apple Incorporated	4,830 shares	2,262,132	2,709,727
Automatic Data Processing Incorporated	12,000 shares	835,547	969,588
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Baxter International Incorporated	30,300 shares	1,630,740	2,107,365
Carnival Corporation	57,800 shares	1,880,337	2,321,826
Caterpillar Incorporated	26,620 shares	2,236,285	2,417,362
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Cisco Systems Incorporated	102,505 shares	2,313,943	2,299,187
Coach Inc.	35,800 shares	1,956,129	2,009,454
Comcast Corporation	35,900 shares	965,608	1,865,544
ConocoPhillips Company	26,880 shares	1,170,230	1,899,072
Diageo PLC	18,500 shares	2,252,254	2,449,770
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Duke Energy Corporation	18,233 shares	1,079,818	1,258,259
EMC Corporation	87,600 shares	1,772,635	2,203,140
Emerson Electric Company	34,262 shares	1,713,491	2,404,507
Freeport McMoran Copper & Gold Inc.	75,600 shares	2,583,571	2,853,144
General Electric Company	106,401 shares	3,011,954	2,982,420
Glaxo Smithkline PLC – ADR	54,251 shares	2,426,683	2,896,461
HSBC Holdings PLC	50,300 shares	2,754,511	2,773,039
Halliburton Company	30,600 shares	1,057,716	1,552,950
Home Depot Incorporated	26,326 shares	1,406,614	2,167,683
International Business Machines Corporation	11,391 shares	1,813,814	2,136,610
ISHARES Russell Midcap Fund	79,100 shares	9,238,983	11,863,418
JP Morgan Chase & Company	47,800 shares	1,719,561	2,795,344
McDonalds Corporation	18,200 shares	1,573,938	1,765,946
Microsoft Corporation	26,181 shares	683,320	979,431
Mondelez International Incorporated	55,200 shares	1,482,226	1,948,560
Monsanto Company	19,000 shares	1,523,649	2,214,450

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
Nike Incorporated Class B	12,300 shares	582,923	967,272
Oracle Corporation	46,900 shares	1,312,594	1,794,394
PepsiCo Incorporated	22682 shares	1,390,465	1,881,245
Pfizer Incorporated	59,498 shares	1,219,185	1,822,424
Phillip Morris International Corporation	27,450 shares	1,313,560	2,391,719
* PNC Financial Services Group Corporation	25,400 shares	1,160,524	1,970,532
Qualcomm Incorporated	34,300 shares	2,039,792	2,546,775
Raytheon Company	18,605 shares	803,383	1,687,474
Royal Dutch Shell PLC	31,700 shares	2,135,668	2,380,987
Schlumberger Ltd.	10,095 shares	687,668	909,660
Southern Company	24,800 shares	1,032,623	1,019,528
Sysco Corporation	27,284 shares	900,692	984,953
Target Corporation	24,200 shares	1,439,906	1,531,134
Washington Muni BEO 144A	1000 shares	-	1,000
Wells Fargo & Company	52,550 shares	1,583,483	2,385,770
Williams Companies Incorporated	57,300 shares	1,290,127	2,210,061
WMI Holdings Corporation	19,800 shares	-	55,836
Total preferred and common stocks		87,011,321	109,969,032
Total investments		\$ 150,295,595	\$ 174,241,376

*Party-in-interest

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010 Plan: 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

Identity of Party Involved	Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<u>Category (3) – A Series of transactions in excess of 5% of plan assets</u>						
Discover Money Market	Money Market	\$ 30,718,824	\$ -	\$ 30,718,824	\$ 30,718,824	\$ -
		-	32,095,813	32,095,813	32,095,813	-

There were no category (1), (2), or (4) reportable transactions during 2013.

Columns for “Lease Rental” and “Expense Incurred with Transaction” are not applicable.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

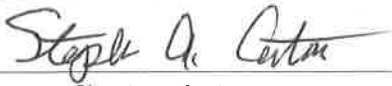
A Name of plan AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF AAA MID-ATLANTIC INC.	D Employer Identification Number (EIN) 23-0758010
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	158,556,735
b Actuarial value	2b	158,556,735
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 803	73,455,655
b For terminated vested participants	3b 1,007	38,173,968
c For active participants:		
(1) Non-vested benefits	3c(1)	0
(2) Vested benefits	3c(2)	39,462,381
(3) Total active	3c(3) 467	39,462,381
d Total	3d 2,277	151,092,004
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.36 %
6 Target normal cost	6	1,590,469

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		
	Signature of actuary	Date
STEPHEN A. CATONE, ASA		14-05357
	Type or print name of actuary	Most recent enrollment number
HAY GROUP, INC.		(215) 861-2333
	Firm name	Telephone number (including area code)
100 PENN SQUARE EAST		
PHILADELPHIA	PA 19107-3388	
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	4,260,733	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	4,260,733	0
10 Interest on line 9 using prior year's actual return of <u>10.10</u> %	430,334	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	4,691,067	0

Part III Funding Percentages

14 Funding target attainment percentage	14	101.83 %
15 Adjusted funding target attainment percentage	15	104.94 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.70 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	750,000				
04/23/2014	750,000				
07/16/2014	750,000				
09/08/2014	750,000				
Totals ►			18(b)	3,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2,786,847
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		0
22 Weighted average retirement age	22		65
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,590,469	
b Excess assets, if applicable, but not greater than line 31a	31b	1,590,469	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2,786,847	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,786,847	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN

EIN: 23-0758010

PN: 001

2013 Schedule B (Form 5500) - Line 26 - Schedule of Active Participant Data

Years of Credited Service															
Attained Age	0 - 4		5 - 9		10 - 14		15 - 19		20 - 24		25 - 29		30+		TOTAL
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25	0	-	0	-	0	-	0	-	0	-	0	-	0	-	-
25-29	0	-	7	-	0	-	0	-	0	-	0	-	0	-	7
30-34	0	-	6	-	8	-	2	-	0	-	0	-	0	-	16
35-39	0	-	5	-	17	-	9	-	0	-	0	-	0	-	31
40-44	0	-	12	-	24	70,093	21	62,727	9	-	0	-	0	-	66
45-49	0	-	6	-	20	72,325	23	68,656	7	-	5	-	1	-	62
50-54	0	-	6	-	18	-	28	65,471	15	-	8	-	10	-	85
55-59	0	-	10	-	31	74,238	26	70,734	14	-	8	-	8	-	97
60-64	0	-	6	-	30	94,441	23	70,528	10	-	3	-	2	-	74
65+	0	-	3	-	10	-	11	-	1	-	1	-	3	-	29
TOTAL	0	-	61	-	158	-	143	-	56	-	25	-	24	-	467

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

Line 19 – Discounted Employer Contributions

for 2013 Plan Year

<u>Minimum Funding Contribution assuming paid on 1/1/2013</u>	<u>Effective Interest Rate</u>	<u>Actual Payment (w/Date made)</u>
\$ 736,673	6.34%	\$ 750,000 (04/15/2013)
692,752		750,000 (04/23/2014)
682,188		750,000 (07/16/2014)
<u>\$675,234</u>		<u>750,000 (09/08/2014)*</u>
\$2,786,847		\$3,000,000

* applied to the 2013 plan year

Actuarial Assumptions and Methods

This schedule summarizes the actuarial assumptions and cost methods used for the valuation.

I. Actuarial Assumptions for Cost Calculations

Interest

Funding: Funding Segment Rates under MAP-21 of 4.94%, 6.15%, 6.76%. (In the prior valuation, the rates were 5.54%, 6.85%, 7.52%.)

PBGC: IRC 430(h) Funding Segment Rates of 1.02%, 4.40%, 5.54% (Last year's were 1.98%, 5.07%, 6.19%).

ASC 960: 3.0% (Prior interest rate was 3.5%.)

Salary Increases

3.0% per annum, compounded annually.

Social Security Taxable Wage Base

Assumed to increase by 3.0% per year, compounded annually.

Cost of Living Increases

Annual cost of living adjustment no greater than 3.0% per annum, compounded annually; applicable only to the frozen December 31, 1992 Maryland benefit and the frozen December 31, 2001 Central-West Jersey benefit.

Mortality

- (a) RP 2007 SP Table for ASC 715-30 (FAS 87) /ASC 960 (FAS 35) purposes.
- (b) RP 2013 annuitants and non-annuitants for PPA funding purposes.

Withdrawal

Withdrawal rates which vary by age were assumed. Sample rates are illustrated below:

<i>Age</i>	<i>Male</i>	<i>Female</i>
25	5.0%	10.0%
30	5.0	10.0
35	5.0	5.0
40	5.0	5.0
45	5.0	5.0
50	5.0	5.0
55	2.5	2.5
60	0.0	0.0

AAA Mid-Atlantic Defined Benefit Pension Plan

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A loading factor based on service was applied to the above age-based rates. The factors are as illustrated below:

<i>Service</i>	<i>Factor</i>
1 year	2.00
2 years	1.50
3 years	1.25
4 years and later	1.05

Retirement

All active participants were assumed to retire at Normal Retirement Age or immediately if currently older than Normal Retirement Age.

Disability

No disability rates were assumed.

Spouses

85% of the active participants were assumed to be married with wives 3 years younger than husbands.

Expenses

None assumed. Expenses were assumed to be paid directly by the employer.

Asset Valuation Method

Market value.

II. Actuarial Assumptions for Calculation of Actuarial Present Value of Accumulated Plan Benefits

Same as above except no future salary or taxable wage base increases were assumed.

III. Actuarial Cost Methods

For funding and ASC 960 (FAS 35) purposes, the Unit Credit Actuarial Cost Method was used to determine the actuarial present value of accumulated plan benefits (both vested and nonvested) as of the valuation date.

Benefits related to nonvested terminated participants were not valued even though benefits may be reinstated if any such participants were rehired.

Summary of Plan Provisions as of January 1, 2013

This schedule contains a summary of the principal provisions of the plan in effect as of January 1, 2013.

1. Type of Plan

The Plan is a non-contributory, defined benefit plan.

2. Effective Date

The Plan became effective January 1, 1950.

3. Eligibility for Participation

Attainment of age 21 and one Year of Employment. Effective in 2005, new hires are not eligible to enter the Plan.

4. Definitions

- (a) **Plan Year:** A Plan Year is a 12-month period beginning on January 1 and ending on December 31.
- (b) **Hours of Service:** An hour for which an employee is paid, or entitled to payment for the performance of duties as well as any periods of vacation, holidays, sickness or disability.
- (c) **Year of Employment:** A 12-month period beginning on the employment commencement date during which the Employee completes at least 1,000 Hours of Service. If an Employee fails to complete 1,000 Hours of Service in the first 12 month period, a Year of Employment shall mean the first Plan Year in which 1,000 Hours of Service is completed.
- (d) **Continuous Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Continuous Service for determining the vested percentage under the Plan.
- (e) **Credited Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Credited Service subsequent to January 1, 1976. Prior to that date, completed years and months shall be used in calculating Credited Service. Credit shall be given in both the first and final Plan Years of employment for fractions of years completed. The denominator of said fraction shall be 12 and the numerator shall be the actual number of completed months in the Plan Year of reference.

4. Definitions (cont'd)

- (f) **Cancellation and Restoration of Credits:** Fewer than 500 Hours of Service in a Plan Year constitutes a one-year break in service for purposes of vesting and benefit accrual. Vesting and benefit years and the Accrued Benefit will be restored (a) if the Participant completes one year of Credited Service following re-employment and (b) if the Participant's previous period of service exceeds his or her period of absence.
- (g) **Earnings:** Annual earnings including bonuses and overtime not in excess of \$255,000 (for 2013). This limit is subject to an indexed cost-of-living adjustment where adjustments are made in \$5,000 increments.
- (h) **Final Average Annual Earnings:** The Participant's earnings received in the highest five consecutive twelve month periods of service. NOTE: Final Average Annual Earnings are frozen at December 31, 2009 for benefits accrued prior to December 31, 2009.
- (i) **Covered Compensation:** The average of the taxable wage bases in effect for each year during the 35 year period ending with the year the Participant attains Social Security Retirement Age, assuming no increases in such wage base for years after the current year and before the Participant actually attains Social Security Retirement Age.

5. Retirement Benefits

Normal Retirement

- **Normal Retirement Date.** The first day of the month coincident with or next following the later of a Participant's 65th birthday or 5 years of Continuous Service.
- **Normal Retirement Benefit.**
 - **For service prior to January 1, 2010:** 1.5% of Final Average Annual Earnings at December 31, 2009 plus .5% of Final Average Annual Earnings at December 31, 2009 in excess of the Participant's Covered Compensation for 2009, the sum multiplied by the Participant's Credited Service at December 31, 2009 not in excess of 35 years; plus 2% of Final Average Annual Earnings times Credited Service in excess of 35 years.
 - **For service after December 31, 2009:** 1.0% of Final Average Annual Earnings plus .5% of Final Average Annual Earnings in excess of the Participant's Covered Compensation, the sum multiplied by the Participant's Credited Service after January 1, 2011, not in excess of 35 total years; plus 1.5% of Final Average Annual Earnings times Credited Service after January 1, 2011. For purposes of service after December 31, 2009, Final Average Annual Earnings only uses earnings after December 31, 2009.

The total benefit shall not exceed 60% of Final Average Annual Earnings.

5. Retirement Benefits (cont'd)

Effective for plan years beginning in 1994, the maximum compensation limit for calculating plan benefits was decreased to \$150,000 (the limit was \$235,840 for 1993). For any participant affected by this change, a December 31, 1993 benefit is calculated under the old limit, and preserved as of that date. Future service accrual is calculated using the new, lower compensation limit and is added to the December 31, 1993 accrued benefit. In the future, as the current compensation limit (which is inflated for cost of living increases in \$10,000 increments) exceeds the old compensation limit under which the December 31, 1993 accrued benefit has been calculated, that accrued benefit shall then be adjusted upward proportionately to preserve its value.

Former participants of the following groups shall have their plan benefits calculated in accordance with their respective merger/acquisition agreements:

Automobile Club of Virginia: For service prior to December 31, 1994, benefits are calculated under, and paid from the Automobile Club of Virginia Retirement Plan. Effective in 1999, the Virginia Plan was merged into this plan. Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Automobile Club of Maryland: For service prior to December 31, 1992, benefits are calculated under, and paid from the Automobile Club of Maryland Plan. Effective in 1993, the Maryland Plan was merged into this plan. Service beginning as of January 1, 1993 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Anthracite Motor Club: Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

The Valley Automobile Club, Inc.: Service beginning as of January 1, 1997 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Potomac Division: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

South Jersey Sales Group: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

AAA Mid-Atlantic Defined Benefit Pension Plan

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PN: 001

5. Retirement Benefits (cont'd)

AAA Central-West Jersey, Inc.: Benefits are calculated under the CWJ plan formula for service prior to December 31, 2001. An annual cost of living factor, no greater than 3%, is applied to the CWJ portion of the benefit. Service beginning as of January 1, 2002 shall be used to calculate a benefit under the AAA plan formula.

Early Retirement

- **Early Retirement Date:** The first day of any month after the Participant has both attained age 55 and completed at least 5 years of Continuous Service.
- **Early Retirement Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the Early Retirement Date and reduced by 1/3 of 1% for each month by which the Early Retirement Date precedes the Normal Retirement Date.

Late Retirement

- **Late Retirement Date:** The first day of any month after the Participant's Normal Retirement Date.
- **Late Retirement Benefit:** The benefit accrued on the actual retirement date, considering earnings and service to that date.

6. Vested Benefit

- **Eligibility:** Completion of 5 or more years of Continuous Service.
- **Vested Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the date of reference. If the value of the Vested Benefit is less than \$5,000, the Participant will receive a lump sum amount in lieu of a deferred annuity.

7. Death Benefits

Pre-Retirement Spouse's Benefit

- **Eligibility:** The death of a married Participant in active employment who has completed 5 years of Continuous Service or the death of a former married Participant entitled to a deferred Vested Benefit.
- **Spouse's Benefit:** An immediate benefit payable to the spouse calculated as if the Participant had terminated immediately before death, survived to the earliest retirement age, and retired on that date electing a joint and 50% survivor annuity with the spouse as the contingent annuitant.

Post-Retirement Spouse's Benefit: None, except as provided by the election of an optional form of payment.

8. Disability Benefit

- **Eligibility:** Attainment of age 40 and the completion of 10 years of Continuous Service.
- **Disability Benefit:** Calculated in the same manner as the Normal Retirement Benefit assuming that annual earnings shall continue in the same amount as paid for the 12 months immediately preceding the date from which a 6 month waiting period is determined, and allowing Credited Service to continue accruing during the time of the disability.

9. Form of Benefit Payment

Married Participant: If a Participant is married at the time of retirement, the pension will be paid in the form of an actuarially reduced joint and survivor monthly annuity with 50% of the payment continuing to the spouse for life, if surviving at the Participant's death.

Unmarried Participant: If a Participant is unmarried at the time of retirement, the pension will be paid in the form of a single life annuity, with payments to be made in equal monthly installments until the Participant's death.

10. Optional Payment Forms

At any time prior to the commencement of benefit payments, a Participant may elect to receive pension payments in some other form, which is the actuarial equivalent of the payment form prescribed subject to the approval of the pension plan committee.

Participants of the former Maryland plan may be eligible for a lump sum payment of their benefit, even if the amount is in excess of \$5,000. A Maryland participant may receive the Maryland portion of their benefit in lump sum form, as long as they meet the eligibility for that benefit under the old Maryland plan.

All CWJ participants are eligible to receive their CWJ accrued benefit in a lump sum, even if it is over \$5,000.

11. Employee Mandatory Contributions

Participants of the former Maryland plan who die or terminate prior to becoming vested and have made contributions to the plan shall have all of the contributions refunded with interest. Any retirement pension calculated under the Maryland benefit formula cannot be less than the Accrued Benefit derived from Employee Mandatory Contributions.

12. Virginia Merger

Effective October 31, 1998, the assets and liabilities from the Automobile Club of Virginia Retirement Plan were merged into the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan

IN: 23-0758010

PN: 001

13. Central-West Jersey Merger

Effective December 31, 2001, the assets and liabilities from the AAA Central-West Jersey, Inc. Pension Plan were merged into the Plan.

14. Pension Choice

Effective December 31, 2004, all participants had the option to move from this DB plan to a newly created DC plan. If a participant chose the DC plan, the participant's DB benefit became frozen at 12/31/04 and the corresponding lump sum was transferred from this DB plan to the DC plan.

15. Plan Benefit Formula Change

Effective December 31, 2009, the benefit formula was modified as discussed in #5 of this Section.

16. KIC

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations.

17. ACP Transfer

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations. Effective March 31, 2011, approximately 75 participants from this plan were transferred to ACP Services.

II. Changes In Plan Provisions Since Prior Valuation

None.

Shortfall Amortization Charges for 2013

This schedule shows the Shortfall Amortization Charge (SAC), which is the Funding Shortfall (FS) amortized over a period of seven years.

To determine the Plan Funding Percentage for the Shortfall Amortization Base Exemption, plan assets are reduced by the Prefunding Balance, as shown below.

- $(\text{Assets} - \text{Prefunding Balance}) / \text{Funding Target}$

$$(158,556,735 - 0) / 151,092,004 = 104.9\%$$

Since the funding percentage of 104.9% (also shown in Schedule C, #6) is greater than 100% for plan year 2013, a SAC is not needed for 2013.

Amortization Schedule

None.

Summary of Plan Provisions as of January 1, 2013

This schedule contains a summary of the principal provisions of the plan in effect as of January 1, 2013.

1. Type of Plan

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2. Effective Date

The Plan became effective January 1, 1950.

3. Eligibility for Participation

Attainment of age 21 and one Year of Employment. Effective in 2005, new hires are not eligible to enter the Plan.

4. Definitions

- (a) **Plan Year:** A Plan Year is a 12-month period beginning on January 1 and ending on December 31.
- (b) **Hours of Service:** An hour for which an employee is paid, or entitled to payment for the performance of duties as well as any periods of vacation, holidays, sickness or disability.
- (c) **Year of Employment:** A 12-month period beginning on the employment commencement date during which the Employee completes at least 1,000 Hours of Service. If an Employee fails to complete 1,000 Hours of Service in the first 12 month period, a Year of Employment shall mean the first Plan Year in which 1,000 Hours of Service is completed
- (d) **Continuous Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Continuous Service for determining the vested percentage under the Plan.
- (e) **Credited Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Credited Service subsequent to January 1, 1976. Prior to that date, completed years and months shall be used in calculating Credited Service. Credit shall be given in both the first and final Plan Years of employment for fractions of years completed. The denominator of said fraction shall be 12 and the numerator shall be the actual number of completed months in the Plan Year of reference.

4. Definitions (cont'd)

- (f) **Cancellation and Restoration of Credits:** Fewer than 500 Hours of Service in a Plan Year constitutes a one-year break in service for purposes of vesting and benefit accrual. Vesting and benefit years and the Accrued Benefit will be restored (a) if the Participant completes one year of Credited Service following re-employment and (b) if the Participant's previous period of service exceeds his or her period of absence.
- (g) **Earnings:** Annual earnings including bonuses and overtime not in excess of \$255,000 (for 2013). This limit is subject to an indexed cost-of-living adjustment where adjustments are made in \$5,000 increments.
- (h) **Final Average Annual Earnings:** The Participant's earnings received in the highest five consecutive twelve month periods of service. NOTE: Final Average Annual Earnings are frozen at December 31, 2009 for benefits accrued prior to December 31, 2009.
- (i) **Covered Compensation:** The average of the taxable wage bases in effect for each year during the 35 year period ending with the year the Participant attains Social Security Retirement Age, assuming no increases in such wage base for years after the current year and before the Participant actually attains Social Security Retirement Age.

5. Retirement Benefits

Normal Retirement

- **Normal Retirement Date.** The first day of the month coincident with or next following the later of a Participant's 65th birthday or 5 years of Continuous Service.
- **Normal Retirement Benefit.**
 - **For service prior to January 1, 2010:** 1.5% of Final Average Annual Earnings at December 31, 2009 plus .5% of Final Average Annual Earnings at December 31, 2009 in excess of the Participant's Covered Compensation for 2009, the sum multiplied by the Participant's Credited Service at December 31, 2009 not in excess of 35 years; plus 2% of Final Average Annual Earnings times Credited Service in excess of 35 years.
 - **For service after December 31, 2009:** 1.0% of Final Average Annual Earnings plus .5% of Final Average Annual Earnings in excess of the Participant's Covered Compensation, the sum multiplied by the Participant's Credited Service after January 1, 2011, not in excess of 35 total years; plus 1.5% of Final Average Annual Earnings times Credited Service after January 1, 2011. For purposes of service after December 31, 2009, Final Average Annual Earnings only uses earnings after December 31, 2009.

The total benefit shall not exceed 60% of Final Average Annual Earnings.

5. Retirement Benefits (cont'd)

Effective for plan years beginning in 1994, the maximum compensation limit for calculating plan benefits was decreased to \$150,000 (the limit was \$235,840 for 1993). For any participant affected by this change, a December 31, 1993 benefit is calculated under the old limit, and preserved as of that date. Future service accrual is calculated using the new, lower compensation limit and is added to the December 31, 1993 accrued benefit. In the future, as the current compensation limit (which is inflated for cost of living increases in \$10,000 increments) exceeds the old compensation limit under which the December 31, 1993 accrued benefit has been calculated, that accrued benefit shall then be adjusted upward proportionately to preserve its value.

Former participants of the following groups shall have their plan benefits calculated in accordance with their respective merger/acquisition agreements:

Automobile Club of Virginia: For service prior to December 31, 1994, benefits are calculated under, and paid from the Automobile Club of Virginia Retirement Plan. Effective in 1999, the Virginia Plan was merged into this plan. Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Automobile Club of Maryland: For service prior to December 31, 1992, benefits are calculated under, and paid from the Automobile Club of Maryland Plan. Effective in 1993, the Maryland Plan was merged into this plan. Service beginning as of January 1, 1993 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Anthracite Motor Club: Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

The Valley Automobile Club, Inc.: Service beginning as of January 1, 1997 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Potomac Division: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

South Jersey Sales Group: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

5. Retirement Benefits (cont'd)

AAA Central-West Jersey, Inc.: Benefits are calculated under the CWJ plan formula for service prior to December 31, 2001. An annual cost of living factor, no greater than 3%, is applied to the CWJ portion of the benefit. Service beginning as of January 1, 2002 shall be used to calculate a benefit under the AAA plan formula.

Early Retirement

- **Early Retirement Date:** The first day of any month after the Participant has both attained age 55 and completed at least 5 years of Continuous Service.
- **Early Retirement Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the Early Retirement Date and reduced by 1/3 of 1% for each month by which the Early Retirement Date precedes the Normal Retirement Date.

Late Retirement

- **Late Retirement Date:** The first day of any month after the Participant's Normal Retirement Date.
- **Late Retirement Benefit:** The benefit accrued on the actual retirement date, considering earnings and service to that date.

6. Vested Benefit

- **Eligibility:** Completion of 5 or more years of Continuous Service.
- **Vested Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the date of reference. If the value of the Vested Benefit is less than \$5,000, the Participant will receive a lump sum amount in lieu of a deferred annuity.

7. Death Benefits

Pre-Retirement Spouse's Benefit

- **Eligibility:** The death of a married Participant in active employment who has completed 5 years of Continuous Service or the death of a former married Participant entitled to a deferred Vested Benefit.
- **Spouse's Benefit:** An immediate benefit payable to the spouse calculated as if the Participant had terminated immediately before death, survived to the earliest retirement age, and retired on that date electing a joint and 50% survivor annuity with the spouse as the contingent annuitant.

Post-Retirement Spouse's Benefit: None, except as provided by the election of an optional form of payment.

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8. Disability Benefit

- **Eligibility:** Attainment of age 40 and the completion of 10 years of Continuous Service.
- **Disability Benefit:** Calculated in the same manner as the Normal Retirement Benefit assuming that annual earnings shall continue in the same amount as paid for the 12 months immediately preceding the date from which a 6 month waiting period is determined, and allowing Credited Service to continue accruing during the time of the disability.

9. Form of Benefit Payment

Married Participant: If a Participant is married at the time of retirement, the pension will be paid in the form of an actuarially reduced joint and survivor monthly annuity with 50% of the payment continuing to the spouse for life, if surviving at the Participant's death.

Unmarried Participant: If a Participant is unmarried at the time of retirement, the pension will be paid in the form of a single life annuity, with payments to be made in equal monthly installments until the Participant's death.

10. Optional Payment Forms

At any time prior to the commencement of benefit payments, a Participant may elect to receive pension payments in some other form, which is the actuarial equivalent of the payment form prescribed subject to the approval of the pension plan committee.

Participants of the former Maryland plan may be eligible for a lump sum payment of their benefit, even if the amount is in excess of \$5,000. A Maryland participant may receive the Maryland portion of their benefit in lump sum form, as long as they meet the eligibility for that benefit under the old Maryland plan.

All CWJ participants are eligible to receive their CWJ accrued benefit in a lump sum, even if it is over \$5,000.

11. Employee Mandatory Contributions

Participants of the former Maryland plan who die or terminate prior to becoming vested and have made contributions to the plan shall have all of the contributions refunded with interest. Any retirement pension calculated under the Maryland benefit formula cannot be less than the Accrued Benefit derived from Employee Mandatory Contributions.

12. Virginia Merger

Effective October 31, 1998; the assets and liabilities from the Automobile Club of Virginia Retirement Plan were merged into the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan **EIN: 23-0758010 PN: 001****13. Central-West Jersey Merger**

Effective December 31, 2001, the assets and liabilities from the AAA Central-West Jersey, Inc. Pension Plan were merged into the Plan.

14. Pension Choice

Effective December 31, 2004, all participants had the option to move from this DB plan to a newly created DC plan. If a participant chose the DC plan, the participant's DB benefit became frozen at 12/31/04 and the corresponding lump sum was transferred from this DB plan to the DC plan.

15. Plan Benefit Formula Change

Effective December 31, 2009, the benefit formula was modified as discussed in #5 of this Section.

16. KIC

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations.

17. ACP Transfer

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations. Effective March 31, 2011, approximately 75 participants from this plan were transferred to ACP Services.

II. Changes In Plan Provisions Since Prior Valuation

None.
