

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>W.S. BADCOCK CORP SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1959</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>59-0152010</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>863-425-7650</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>442110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1959</u>		2b Employer Identification Number (EIN) <u>59-0152010</u>		2c Sponsor's telephone number <u>863-425-7650</u>		2d Business code (see instructions) <u>442110</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>07/01/1959</u>											
2b Employer Identification Number (EIN) <u>59-0152010</u>											
2c Sponsor's telephone number <u>863-425-7650</u>											
2d Business code (see instructions) <u>442110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>W.S. BADCOCK CORPORATION</u> <u>P.O. BOX 497</u> <u>200 N. PHOSPHATE BLVD</u> <u>MULBERRY, FL 33860</u>											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

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

3a Plan administrator's name and address ☒ 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	1236
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	1070
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	90
d Subtotal. Add lines 6a , 6b , and 6c		6d	1161
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	1162
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	737
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	217
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 12/31/2013		
A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

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 HARTFORD 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
06-0974148	88072	GA-828049	738	07/01/2013	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	8119

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
STARBRIDGE BENEFITS SOLUTIONS LLC P.O. BOX 406 LAKELAND, FL 33802-0406

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	8119	TPA	5

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

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

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

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

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

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

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

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

(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	12243852
5 Current value of plan's interest under this contract in separate accounts at year end	5	19035131

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

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. 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	11921681
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c Additions: (1) Contributions deposited during the year	7c(1)	400494	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	179949	
(4) Transferred from separate account	7c(4)	121619	
(5) Other (specify below)	7c(5)	7569	
▶ FORFEITURES, LOAN PAYMENTS			

(6) Total additions

7c(6) 709631

d Total of balance and additions (add lines 7b and 7c(6))	7d	12631312
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	386834	
(2) Administration charge made by carrier	7e(2)	626	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions

7e(5) 387460

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	12243852
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 12/31/2013

A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

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
HARTFORD LIFE

06-0974148

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

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

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

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

HARTFORD LIFE INS. CO.

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	2301	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

RAYMOND JAMES FINANCIAL SERVICES

59-1531281

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	40604	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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> <div style="border: 1px solid black; text-align: center; padding: 5px;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 12/31/2013		
A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19035131
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a Name of MTIA, CCT, PSA, or 103-12 IE:
--

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

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

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

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

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

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

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

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <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 07/01/2013 and ending 12/31/2013		
A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	1214614	1202794
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	20179889	19035131
	(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)		3771324
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	11921681	12243852
	(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	33316184	36253101

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33316184	36253101
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	310729	
(B) Participants	2a(1)(B)	893671	
(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)		1204400
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	26622	
(F) Other	2b(1)(F)	179949	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		206571
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	157041	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		157041
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2102889
(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)		358947
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4029848

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1006496	
(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)		1006496
f Corrective distributions (see instructions)	2f		84124
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)	2311	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2311
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1092931

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2936917
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: BROYLES, ROOKS & JOHNSON, CPAS, P.A

(2) EIN: 20-3559613

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 12/31/2013

A Name of plan <u>W.S. BADCOCK CORP SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>W.S. BADCOCK CORPORATION</u>	D Employer Identification Number (EIN) <u>59-0152010</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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>06-0974148</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE**

W.S. BADCOCK CORPORATION SAVINGS PLAN

DECEMBER 31, 2013

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
W.S. Badcock Corporation Savings Plan
Mulberry, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the W.S. Badcock Corporation Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and June 30, 2013, and the related statement of changes in net assets available for benefits for the six months ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by MassMutual Retirement Services (a division of Massachusetts Mutual Life Insurance Company), the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodian as of and for the six months ended December 31, 2013 and the year ended June 30, 2013, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matters

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

Report on Form and Content in Compliance With DOL Rules and Regulations

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

Broyles, Rooks & Johnson, CPAs, P.A.

September 29, 2014
Tampa, Florida

W. S. BADCOCK CORPORATION SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	<u>December 31, 2013</u>	<u>June 30, 2013</u>
Investments at fair value		
MassMutual Retirement Services- various index funds and fixed income account	\$ 35,050,307	\$ 32,101,570
Receivables		
Participant notes receivable	<u>1,202,794</u>	<u>1,214,614</u>
TOTAL ASSETS	<u>\$ 36,253,101</u>	<u>\$ 33,316,184</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 36,253,101</u>	 <u>\$ 33,316,184</u>

See notes to financial statements and independent auditors' report.

W. S. BADCOCK CORPORATION SAVINGS PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS**

Six months ended December 31, 2013

ADDITIONS

Additions to net assets attributed to:

Investment income :

Net appreciation in fair value of investments \$ 2,641,785

Interest and dividends 183,663

2,825,448

Contributions- Note A

Employee salary deferral 893,671

Corporation matching 310,729

1,204,400

Total additions 4,029,848

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants 1,090,620

Administrative expenses 2,311

Total deductions 1,092,931

Net increase 2,936,917

**NET ASSETS AVAILABLE FOR
BENEFITS**

Beginning of year 33,316,184

END OF YEAR \$ 36,253,101

See notes to financial statements and independent auditors' report.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE A – DESCRIPTION OF PLAN

The following description of the W. S. Badcock Corporation (“Corporation”) Savings Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan was originally created May 3, 1960, by W. S. Badcock Corporation for employees and was effective July 1, 1959. The Plan has been amended and restated throughout the years to comply with Internal Revenue Service and Department of Labor rules and regulations as they have been enacted by legislation. The Plan was amended on August 20, 2013 (Fourth Amendment), with an effective date for most Plan changes effective January 1, 2014. Several technical changes were made to the Plan regarding employee and employer contributions. In addition, the Plan was amended to allow for ROTH employee deferrals beginning January 1, 2014 and the Plan year end was changed from June 30th to December 31st. In November 2010, the Plan was amended and restated as of July 1, 2010 (with 3 subsequent amendments through June 30, 2013).

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation (as defined in the Plan), not to exceed the federal limit for that calendar year. Effective October 1, 2012, the Corporation increased the matching contribution to 50 percent of the first 4 percent of compensation that a participant contributes to the Plan and 25 percent on the next 6 percent. Prior to that date, from January 1, 2009 through September 30, 2012, the Corporation made a matching contribution of 25 percent of the first 10 percent of compensation a participant contributed to the Plan. Profit sharing contributions were suspended as of June 30, 2004.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Corporation’s matching contribution, and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant deferrals and net Plan earnings based on a participant’s account balances and investment choices selected. Effective July 1, 2012, forfeited balances of terminated participants’ non-vested accounts are used first to reduce matching contributions of the employer, if any; then to pay Plan expenses; and then the balance, if any, to be credited to participants as non-elective contributions of the employer for the year of forfeiture. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE A – DESCRIPTION OF PLAN – CONTINUED

Payment of Benefits

The Plan provides for retirement, disability, severance of employment and death benefits. The retirement, disability and death benefits are 100 percent of the balance in a participant's account as of the valuation date immediately preceding or concurring with the date of the participant's retirement, disability or death. The severance-of-employment benefit is a participant's vested interest in the balance of their account as of the valuation date immediately preceding or concurring with the date of the termination of their employment.

Vesting

Participants are immediately vested 100 percent in their contributions and the Corporation matching contribution, plus actual earnings thereon. Vesting in the Corporation's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. The Plan provides that after two years of service, a participant's interest in such discretionary contribution and earnings are 20 percent vested and the participant's vested percentage increases by 20 percent each year until the participant is 100 percent vested after six years.

Eligibility

An employee of the Corporation shall become eligible to participate upon the earlier of completing six months of continuous service, or completing one year of service. Any such eligible employee of the employer shall enter the Plan on the first eligibility date (January 1, April 1, July 1 or October 1 of each year) concurring therewith or occurring thereafter.

Distribution in the Event of Termination of the Plan

The participants, notwithstanding any other provisions of the Plan, have fully vested interests in the amounts credited to their respective accounts at the time of termination or permanent discontinuance of the Corporation's contributions. No part of the Plan's assets will revert to the employer.

Forfeitures

When certain terminations occur, forfeited accounts (effective July 1, 2012), are used first to reduce matching contributions of the employer, if any; then to pay Plan expenses; and then the balance, if any, to be credited to participants as non-elective contributions of the employer for the year of forfeiture. However, if the participant is re-employed and fulfills certain requirements, as defined in the Plan, the participant's account is reinstated. As of and for the six month plan period ended December 31, 2013, and the plan year ended June 30, 2013, forfeited amounts to be

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE A – DESCRIPTION OF PLAN – CONTINUED

Forfeitures- Continued

reallocated to participants included in investments on the statement of net assets available for benefits totaled \$21,838 and \$20,257, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in whole percentage increments in five non MassMutual/The Hartford index funds in an investment arrangement commonly referred to as a “Collective Investment Trust”, plus a fixed income account (which is part of Hartford Life Insurance Company’s (HLIC’s), general account and is subject to the claims of HLIC’s general creditors) as selected by the custodians. Participants may also change their investment options daily by direct communication with MassMutual/The Hartford, subject to certain restrictions for movement back into a transferred fund.

Participant Notes Receivables

Participants may borrow from their fund accounts in accordance with the loan policy adopted by the Plan Administrator. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participants Loan Fund (at cost). Loan terms range from 1-5 years, except for the purchase of a principal residence (10 years). The balance in the participant’s account secures the loans and bear interest at a rate commensurate with commercial lending institutions in the region as determined by the Plan administrator at the time the loan is approved. Interest rates at December 31, 2013 were generally 4.25 percent. Principal and interest is paid (no less frequently than quarterly), through payroll deductions. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded. Upon termination of employment, any participant note receivable unpaid is treated as a deemed distribution and an appropriate federal Form 1099 tax form is issued.

Concentration of Investment Risk

Investments that potentially subject the Plan to a concentration of investment risk consist primarily of limited investment choices as provided by MassMutual/The Hartford (see also Note C).

In Service Withdrawals

A withdrawal can be made from the Before-Tax Employee Elective Deferral Contribution Account and the vested portion of the Employer Matching Contribution Account after the attainment of age 59 ½.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE A – DESCRIPTION OF PLAN – CONTINUED

In Service Withdrawals- Continued

A withdrawal can be made from the Before-Tax Employee Elective Deferral Contribution Account (excluding earnings thereon) prior to age 59 ½ if a “hardship”, as defined in the Plan (as amended and restated effective July 1, 2010) and the Internal Revenue Code, has occurred. The Plan is in the process of correcting several operational failures for adequate documentation for hardship withdrawals as provided in the Plan document.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method. The Plan was amended on August 20, 2013 (Fourth Amendment), whereby the Plan year end was changed from June 30th to December 31st effective for the 6 months ending on December 31, 2013. Each year thereafter the Plan year shall mean the 12-month period ending on December 31.

Use of Estimates

The preparation of financial statements requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Risk and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, changes in the values of investment securities could occur in the near term and such changes could materially affect the amounts reported in the Plan’s financial statements.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value except for the fixed income account, which is valued at contract value, which also approximates fair value. Shares of the index funds, which are included in the Collective Investment Trust, are valued at the net asset value of shares held by the Plan at year-end as determined by MassMutual/The Hartford.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-CONTINUED

Administrative Expenses

The Company may pay all expenses incurred in the administration of the Plan, including expenses of the Trustee and certain professional fees, but is not obligated to do so. Any such expenses and fees not paid by the Company are paid from the Plan.

Payment of Benefits

Benefits are recorded when paid, or when a participant loan is treated as a “deemed” distribution due to non payment.

NOTE C – INVESTMENTS

The fair values of individual investments, which represent five percent or more of the Plan’s net assets as of December 31, 2013 and June 30, 2013, are as follows:

	December 31, <u>2013</u>	June 30, <u>2013</u>
The Hartford Fixed Account	\$12,243,851	\$11,921,681
BNY Mellon DL Aggregate Bond Index Fund	4,822,159	4,611,867
BNY Mellon DL International Stock Index Fund	2,904,731	2,623,588
BNY Mellon DL Small Cap Stock Index Investment	3,499,357	2,944,878
BNY Mellon Stock Index Fund	7,808,885	6,775,146
Nuveen Mid Cap Index Fund	<u>3,771,324</u>	<u>3,224,410</u>
	<u>\$35,050,307</u>	<u>\$32,101,570</u>

NOTE D – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, MassMutual Retirement Services (a division of Massachusetts Mutual Life Insurance Company), the custodian of the Plan from January 1, 2013 through December 31, 2013, has certified to the completeness and accuracy of all investments as reflected on the accompanying statement of net assets available for benefits as of December 31, 2013 and June 30, 2013 and the related investment activity and administrative expenses for the period July 1, 2013 through December 31, 2013 reflected in the statement of changes in net assets available for benefits for the six month period ended December 31, 2013. The Massachusetts Mutual Life Insurance Company acquired The Hartford Retirement Plans Group effective January 1, 2013.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE E – PLAN TERMINATION

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

NOTE F – TAX STATUS

The Plan obtained its latest determination letter on December 23, 2011 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code, and thus the related trust is tax-exempt as of the financial statement date, and no provision for income taxes has been included in the Plan's financial statements.

U.S. generally accepted accounting principles 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 Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain tax 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 tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for fiscal years prior to June 30, 2009.

NOTE G – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following is a reconciliation of investments per Form 5500 to the financial statements as of December 31, 2013 and June 30, 2013:

	December 31, <u>2013</u>	June 30, <u>2013</u>
Per Form 5500:		
Value of interest in pooled separate accounts	\$19,035,131	\$20,179,889
Value of interest in registered investment companies	3,771,324	
Value of funds held in insurance company general account	<u>12,243,852</u>	<u>11,921,681</u>
Investments per financial statements	<u>\$35,050,307</u>	<u>\$32,101,570</u>

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE G – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS- CONTINUED

The following is a reconciliation of investment income per Form 5500 to the financial statements for the year ended December 31, 2013:

	<u>2013</u>
Per Form 5500:	
Participant loan interest	\$ 26,622
Other interest	179,949
Net investment gain from pooled separate accounts	2,102,889
Net investment gain from registered investment companies	358,947
Dividends registered investment companies	<u>157,041</u>
Investment income per financial statements	<u>\$2,825,448</u>

The following is a reconciliation of benefits paid to participants per form 5500 to the financial statements for the year ended December 31, 2013:

	<u>2013</u>
Benefit payments directly to participants and beneficiaries	\$1,006,496
Corrective distributions	<u>84,124</u>
Benefit payments per financial statements	<u>\$1,090,620</u>

NOTE H – FAIR VALUE MEASUREMENT

Effective January 1, 2008, the Plan adopted FASB Accounting Standards Codification No. 820, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC No. 820 are described below:

- Level 1 Quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE H – FAIR VALUE MEASUREMENT- CONTINUED

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where quoted prices or observable input are unavailable or less reliable, cost is used.

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

The following is a description of the valuation methodologies used for assets measured at fair value:

Fixed income account: Valued at contract value, which approximates fair value.

Index funds (included in the Collective Investment Trust): Valued at the net asset value (NAV) of fund shares held by the plan at year end.

Participant loan receivables: Valued at amortized cost, which approximates fair value.

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Participant directed investments:				
Hartford fixed income account			\$ 12,243,851	\$ 12,243,851
Index funds	\$ 22,806,456		0	22,806,456
Net assets at fair value	<u>\$ 22,806,456</u>	<u>None</u>	<u>\$ 12,243,851</u>	<u>\$ 35,050,307</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Participant directed investments:				
Hartford fixed income account			\$ 11,921,681	11,921,681
Index funds	\$ 20,179,889		0	20,179,889
Net assets at fair value	<u>\$ 20,179,889</u>	<u>None</u>	<u>11,921,681</u>	<u>\$ 32,101,570</u>

NOTES TO FINANCIAL STATEMENTS

W. S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and the year ended June 30, 2013

NOTE I – SUBSEQUENT EVENT

The Plan evaluated subsequent events through September 29, 2014, the financial statement issuance date. The Plan identified no subsequent events.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the six months ended December 31, 2013 and year ended June 30, 2013

NOTE J - SUMMARY OF PARTICIPANT DIRECTED INVESTMENTS

A detailed summary of the statement of changes in net assets available for benefits with MassMutual/The Hartford for the period ended December 31, 2013 is as follows:

	The Hartford Fixed Income Account	BNY Mellon DL Aggregate Bond Index Fund	BNY Mellon DL International Stock Index Fund	BNY Mellon DL Small Cap Stock Index Investment	BNY Mellon Stock Index Fund	Nuveen Mid Cap Index Fund	Loan Fund	Roundings/ Reclassifications	Total
Additions									
Additions to net assets									
attributed to:									
Investment income and net									
appreciation (depreciation)									
in fair value of investments	\$ 179,949	\$ 3,989	\$ 461,920	566,599	1,070,381	358,947			\$ 2,641,785
Interest and dividends						157,041	26,622		183,663
Contributions:									
Participants salary deferral	302,017	125,433	80,410	91,631	199,808	94,372			893,671
Employer matching	98,477	44,455	28,582	32,945	72,378	33,892			310,729
Forfeitures	942	(195)	(109)	(153)	(331)	(150)		(4)	-
Trustee transfers in (out)	(12)	-						12	-
Total additions	581,373	173,682	570,803	691,022	1,342,236	644,102	26,622	8	4,029,848
Deductions									
Deductions from net									
assets attributed to:									
Benefits paid to participants	386,834	169,140	81,284	86,064	198,013	104,021	65,264		1,090,620
Loans (net)	(6,639)	4,109	4,845	6,858	11,273	6,376	(26,822)		-
Administrative expenses	627	307	222	269	611	268		7	2,311
Total deductions	380,822	173,556	86,351	93,191	209,897	110,665	38,442	7	1,092,931
Net increase (decrease) prior to									
interfund transfers	200,551	126	484,452	597,831	1,132,339	533,437	(11,820)	1	2,936,917
Interfund transfers	121,619	210,166	(203,309)	(43,352)	(98,600)	13,477			
Net increase (decrease)	322,170	210,292	281,143	554,479	1,033,739	546,914	(11,820)	1	2,936,917
Net assets available for									
plan benefits									
Beginning of year	11,921,681	4,611,867	2,623,588	2,944,878	6,775,146	3,224,410	1,214,614	-	33,316,184
END OF YEAR	\$ 12,243,851	\$ 4,822,159	\$ 2,904,731	\$ 3,499,357	\$ 7,808,885	\$ 3,771,324	\$ 1,202,794	\$ 1	\$ 36,253,101

SUPPLEMENTAL SCHEDULE

W. S. BADCOCK CORPORATION SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4 (i)
EMPLOYER ID #59-0152010, PLAN #002
AS OF DECEMBER 31, 2013

(a)	(b) Identity of Party Involved	(c) Description of Asset	(d) Cost	(e) Current Value
*	MassMutual Retirement Services	The Hartford Fixed Income Account BNY Mellon DL Aggregate Bond Index Fund BNY Mellon DL International Stock Index Fund BNY Mellon DL Small Cap Stock Index Investment BNY Mellon Stock Index Fund Nuveen Mid Cap Index Fund	# # # # # #	\$ 12,243,851 4,822,159 2,904,731 3,499,357 7,808,885 3,771,324
*	Participant loans	Maturities ranging from 0-5 years with interest at 4.25%-6.25%	<u>0</u> \$ -	<u>1,202,794</u> \$ 36,253,101

* A party-in-interest as defined by ERISA.

Information is not required for participant directed plans (instructions, Schedule H, Form 5500,line 4(i)).

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

► **Complete all entries in accordance with
the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2013****This Form is Open to Public
Inspection****Part I Annual Report Identification Information**

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 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 W.S. Badcock Corp Savings Plan**1b** Three-digit plan number (PN) ► 002**1c** Effective date of plan 07/01/1959**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

W.S. Badcock Corporation

P.O. Box 497
200 N. Phosphate Blvd
Mulberry

FL 33860

2b Employer Identification Number (EIN) 59-0152010**2c** Sponsor's telephone number (863) 425-7650**2d** Business code (see instructions) 442110**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	<i>Lori A. Walsh</i>	10/2/2014	LORI WALSH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Lori A. Walsh</i>	10/2/2014	LORI WALSH
	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)

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

Form 5500 (2013)
v. 130118

Filing Authorization
For the 2013 Form 5500

Name of Plan: W.S. Badcock Corp Savings Plan

Plan Year Ending: December 31, 2013

Authorization of Practitioner to Electronically Sign and File

I hereby authorize Pilot Consulting, LLC dba Starbridge Benefits Solutions (SBS) to electronically sign and file the above-named return/report through EFAST2.

I understand that in granting this authority:

- I/we must manually sign and date page 1 of the Form 5500 and provide a scanned copy of that signature page to SBS before the electronic filing can be initiated;
- SBS will retain a copy of this written authorization in its records;
- SBS will notify the individual(s) signing below as plan administrator/employer about any inquiries and information it receives from EFAST2, DOL, IRS, or PBGC regarding this annual return;
- A copy of my signature, as it appears on page 1 of the Form 5500 will be included with the return/report posted by the Department of Labor on the Internet for public disclosure; and
- SBS shall not be deemed an administrator or other fiduciary with respect to any Plan solely on account of the services performed under this authorization.

This authorization is applicable only to the filing for the above named Plan and applies only for the Plan year end stated above.

Plan Administrator: Lori A. Walsh Date: 10/2/2014

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name W.S. Badcock Corp Savings Plan

EIN: 59-0152010

Plan Sponsor's Name W.S. Badcock Corporation

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MassMutual Retirement Services	THE HARTFORD FIXED ACCOUNT		12,243,851
*	MassMutual Retirement Services	BNY MELLON DL AGGREGATE BOND INDEX FUND		4,822,159
*	MassMutual Retirement Services	BNY MELLON DL INTERNATIONAL STOCK INDEX FUND		2,904,731
*	MassMutual Retirement Services	BNY MELLON DL SMALL CAP STOCK INDEX INVESTMENT		3,499,357
*	MassMutual Retirement Services	BNY MELLON STOCK INDEX FUND		7,808,885
*	MassMutual Retirement Services	NUVEEN MID CAP INDEX FUND		3,771,324
*	PARTICIPANT LOANS	MATURITIES RANGING FROM 0-9 YEARS WITH INTEREST AT 4.25%-625%		1,202,794