Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
P/S AND THRIFT PLAN FOR THE EES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/27/1976

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

THE BMS ENTERPRISES, INC.

308 ARTHUR STREET
FORT WORTH, TX 76107

2b Employer Identification Number (EIN)
75-1463179

2c Sponsor's telephone number
817-810-9200

2d Business code (see instructions)
561740

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.	10/07/2014	W G BLACKMON III
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2014	W G BLACKMON III
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

5	Total number of participants at the beginning of the plan year	**5**	739
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**	609
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	87
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	696
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	696
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	270
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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 3D 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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [ ]	Insurance	**(1)** [ ]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

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

a Pension Schedules

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

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

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

b General Schedules

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

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

(3) [ ] ___ **A** (Insurance Information)

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

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

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

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

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

A Name of plan
P/S AND THRIFT PLAN FOR THE EES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BMS ENTERPRISES, INC.

D Employer Identification Number (EIN)
75-1463179

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ALERUS FINANCIAL, N.A.

45-6062081

(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)

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45-6062081

(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 21 25 37 50 64	NONE	38045	Yes [X] No [ ]	Yes [X] No [ ]	0	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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
P/S AND THRIFT PLAN FOR THE EES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE BMS ENTERPRISES, INC.

D Employer Identification Number (EIN)
75-1463179

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-001	C	1809958

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)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
P/S AND THRIFT PLAN FOR THE EES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BMS ENTERPRISES, INC.

D Employer Identification Number (EIN)
75-1463179

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	61268	78586
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	59356	60625
(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)	397864	447966
(9) Value of interest in common/collective trusts	1c(9)	1995263	1809958
(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)	9404698	11246953
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11918449	13644088
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	61268	78587
k Total liabilities (add all amounts in lines 1g through1j)	1k	61268	78587
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11857181	13565501

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)		
(B) Participants	2a(1)(B)	926173	
(C) Others (including rollovers)	2a(1)(C)	28975	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		955148
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)	18299	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18299
(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)	520174	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		520174
(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)		31947
(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)		1551442
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3077010
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1246587	
(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)		1246587
f Corrective distributions (see instructions)	2f		84058
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)	38045	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		38045
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1368690
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1708320
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: THE M.L. WALTON GROUP, LLC **(2)** EIN: 75-2947680

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
P/S AND THRIFT PLAN FOR THE EES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BMS ENTERPRISES, INC.

D Employer Identification Number (EIN)
75-1463179

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): 45-6062081

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PROFIT SHARING AND THRIFT PLAN FOR THE EMPLOYEES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

Financial Statements

December 31, 2013 and 2012
And for the Year Ended December 31, 2013

(With Independent Auditors' Report Thereon)

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.

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Schedule of Assets Held for Investment Purposes As of End of Year, December 31, 2013	17

Supplemental schedules not filed herewith are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

THE Walton Group LLC

Consultants
Certified Public Accountants
Business Advisors

INDEPENDENT AUDITORS' REPORT

The BMS Enterprises, Inc., Administrator
Profit Sharing and Thrift Plan for the Employees of the
Affiliated Corporations of The BMS Enterprises, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements – modified cash basis, of the Profit Sharing and Thrift Plan for the Employees of the Affiliated Corporations of The BMS Enterprises, Inc. (the Plan) which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the year ended December 31, 2013 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 1 to the financial statements; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

Auditors' 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. 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 summarized in Note 5, which was certified by Alerus Financial NA, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of and for the year ended December 31, 2013 and as of December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

6100 Southwest Blvd., Suite 400, Fort Worth, TX 76109
P: 817.731.1155 F: 817.731.1562 www.twgcpa.com

INDEPENDENT AUDITORS' REPORT (CONTINUED)

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

As described in Note 1, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States. Our opinion is not modified with respect to this matter.

The supplemental schedule on page 17, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



The Walton Group, LLC

Fort Worth, TX
September 26, 2014

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Statements of Net Assets Available for Plan Benefits
(MODIFIED CASH BASIS)
December 31, 2013 and 2012

	2013	2012
ASSETS:		
Cash (Note 5)	$ 78,586	$ 61,268
Investments, at fair value (Notes 2, 3 and 5):		
Common and collective trust	1,809,958	1,995,263
Mutual funds	11,246,953	9,404,698
Total investments	13,056,911	11,399,961
Loans receivable from participants (Note 3)	447,966	397,864
Total assets	$ 13,583,463	$ 11,859,093
LIABILITIES AND NET ASSETS:		
Due to brokers (Note 5)	$ 78,587	$ 61,268
Net assets available for plan benefits (Note 7)	13,504,876	11,797,825
Total liabilities and net assets	$ 13,583,463	$ 11,859,093

The accompanying notes are an integral part of the financial statements.

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Statement of Changes in Net Assets Available for Plan Benefits
(MODIFIED CASH BASIS)
For the Year Ended December 31, 2013

Additions to net assets attributed to:	
Employee contributions (Note 7)	$ 953,879
Employer contributions	-
Interest income (Notes 5 and 7)	50,217
Dividend income (Notes 5 and 7)	520,173
Realized gains on sale of investments (Notes 5 and 7)	122,348
Unrealized appreciation of investments (Notes 5 and 7)	1,426,195
Other Income (Note 7)	3,929
Total additions	3,076,741
Deductions from net assets attributed to:	
Administrative expenses (Notes 6 and 7)	35,583
Benefits paid to participants (Note 7):	
Normal distributions	1,319,686
Participant loan defaults – deemed distributions	14,421
Total benefits paid to participants	1,334,107
Total deductions	1,369,690
Net increase in net assets	1,707,051
Net assets available for plan benefits as of January 1, 2013	11,797,825
Net assets available for plan benefits as of December 31, 2013	$ 13,504,876

The accompanying notes are an integral part of the financial statements.

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Notes to Financial Statements
December 31, 2013 and 2012

1. Summary of Significant Accounting Policies and Description of Plan

(a) Plan Description

The Plan is a defined contribution plan and was established to provide retirement, disability, and death benefits for qualified employees of the affiliated corporations of The BMS Enterprises, Inc., hereafter referred to as the Firm or Employer. The Firm is the Administrator of the Plan. Funding of the Plan is provided by employees and the Firm's contributions, which are discretionary. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Plan Administration

Under the Plan instrument, the Trustee, Alerus Financial NA, is responsible for the custody of all trust assets and the record keeping for Plan members and trust financial matters. All Trustee fees are paid by the Plan.

(c) Priority Upon Termination of Plan

The Firm intends to continue the Plan indefinitely; however, it may be terminated at any time by the Firm's Board of Directors. Upon termination, all assets shall be distributed, and each Plan member will receive their accumulated contributions plus their equity in the remaining net assets of the Plan.

(d) Contributions

Employee contributions are based on a voluntary percentage of their aggregate pretax annual compensation, and vest at the date of contribution. Maximum allowable employee contributions are determined by the Internal Revenue Service on an annual basis. Qualified participants who attained the age of 50 were also eligible for catch up employee contributions. Employer contributions are discretionary and allocated to member accounts. Current and future Employer contributions become twenty (20) percent vested after two (2) years of service and an additional twenty (20) percent vests after each subsequent year's service until 100 percent vesting occurs after six (6) years of service. Withdrawing participants who are not fully vested forfeit a portion of the Employer contributions and income thereon.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's contribution and, (b) net Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options

The following investment options existed as of December 31, 2013:

Vanguard Wellington Admiral Shares Fund – This fund seeks long-term capital appreciation and reasonable current income. The fund invests 60% to 70% of its assets in dividend-paying stocks of established large and medium-size companies.

Vanguard Target Retirement 2020 - The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2020 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2030 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2030 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2040 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2040 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2050 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2050 (the target year). Its asset allocation will become more conservative over time.

PIMCO Real Return Institutional – This investment seeks maximum real return, consistent with preservation of capital and prudent investment management. The fund normally invests at least 80% of its net assets in inflation-indexed bonds issued by the U.S. and non-U.S. governments, and corporations, which may be represented by forwards or derivatives. It invests primarily in investment-grade securities and is non-diversified.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options (Continued)

Vanguard Intermediate Term Bond Index Fund – This fund seeks to match the performance of a market-weighted bond index with an intermediate-term dollar-weighted average maturity. The fund employs an indexing investment approach, by holding a sample of bonds that seek to track the performance of the Barclays U.S. 5-10 Year Government/Credit Float Adjusted Index.

Columbia Acorn Fund – This fund seeks long-term growth of capital by investing primarily in the stocks of small and medium-sized companies with market capitalizations less than $5 billion at the time of purchase.

Fidelity Contra Fund – This fund seeks capital appreciation. The fund invests primarily in common stocks. The fund invests in both domestic and foreign issuers.

AFS Fundamental Investment – This investment seeks long-term growth of capital and income. The fund invests primarily in common stocks of companies that appear to offer growth and most of which have a history of paying dividends.

Goldman Sachs Mid Value Institutional Fund – This fund seeks long-term capital appreciation primarily through investments in equity securities of companies with market capitalizations within the range of the market capitalization of companies constituting the Russell Midcap Value Index at the time of investment.

Goldman Sachs Small Cap Value Institutional Fund – This fund seeks to provide investors with long-term growth of capital by investing primarily in equity securities of companies with market capitalizations comparable to those companies in the Russell 2000 Value Index.

T Rowe Price Mid Cap Growth Fund – This fund seeks long-term capital appreciation. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in a diversified portfolio of common stocks of mid-cap companies whose earnings are expected to grow at a higher rate than the average company.

Vanguard Windsor II Admiral Shares Fund – This fund seeks to provide long-term capital appreciation and income. The fund invests primarily in large and mid-capitalization companies whose stocks are considered by the fund's adviser to be undervalued.

Vanguard Small Cap Index Fund – This fund seeks to match the performance of a benchmark index that measures the investment return of small-capitalization stocks.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options (Continued)

Vanguard Index Trust Mid Cap Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Index, a broadly diversified index of stocks of mid-sized U.S. companies.

Vanguard Stock Market Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of the overall stock market. The fund employs an indexing investment approach tracking the MSCI US Broad Market Index representing 99.5% of US common stocks on the NYSE and NASDAQ markets.

Vanguard Small Cap Value Index Admiral – This investment seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks. The fund is designed to track the performance of the MSCI US Small Cap Value Index composed of value stocks of smaller U.S. companies.

AFS Europacific Growth – This fund seeks to provide long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth.

Vanguard Developed Markets Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in the major markets of Europe and the Pacific region. The fund employs an indexing investment approach designed to track the performance of the MSCI EAFE Index.

Vanguard Emerging Markets Stock Index Signal - The investment seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries. The fund employs an indexing investment approach by investing its assets in the common stocks included in the FTSE Emerging Transition Index, while employing a form of sampling to reduce risk.

Vanguard Retirement Savings Trust – Invests in high quality fixed income securities with financial backing from insurance companies and banks. New investments are chosen based on credit quality, yield, maturity, and contract provisions. The trust targets an average maturity of between 2 and 3 years.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(g) Participant Loans Receivable

The fair value of participant loans are measured at their unpaid principal balance plus accrued interest.

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the Participant Loan fund. Loan terms range up to 5 years, or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate, which is the prime rate plus 1% at the date of the loan application. Principal and interest are paid ratably through weekly, bi-weekly or semi-monthly payroll deductions.

When loan payments are not made for a period more than 90 days, the loan is considered in default. At that time, participants may bring the loan current by paying the missed payments and accrued interest or by requesting a distribution of the amount owed from their vested account balance. If the participant does not bring the loan current, the Plan may foreclose on the participant's vested account balance. As of December 31, 2013, none of the Plan's loans to participants were in default.

(h) Investment Valuations

Investments are carried at their market value as determined by the Plan's Trustee.

Purchases and sales of securities are reflected on a trade-date basis. Gain or loss on sales of securities is based on average cost.

Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as received.

In accordance with the policy of stating investments at fair value, net unrealized gains or losses are reflected in the Statement of Changes in Net Assets Available for Plan Benefits.

(i) Accounting Policies

The books and records of the Plan are maintained on the modified cash basis of accounting, which generally provides for revenues to be recognized when received, rather than when earned; expenses are recognized when expended, rather than when amounts are incurred. Investments are carried at market value. Quoted prices are used to value investments. Forfeited non-vested accounts are recognized when actually realized.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(j) Use of Estimates

The process of preparing financial statements requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

(k) Payment of Benefits

On termination of employment, (including termination due to death and disability), a participant or beneficiary whose vested account balance is less than $5,000 receives a lump sum distribution equal to the value of the participant's vested interest in his or her account. Participants may request that all or part of any such distribution be rolled over directly from the Trustee to the trustee of an eligible retirement plan.

On termination of employment, (including termination due to death and disability), a participant or beneficiary whose vested account balance is more than $5,000 may receive all or part of the value of the vested interest in his or her account as a lump-sum distribution. Participants may request that all or part of any such distribution be rolled over directly from the Trustee to the trustee of an eligible retirement plan. Also, such a participant or beneficiary may continue to keep all or part of the vested account balance invested with the Plan until the required beginning date, (generally April 1st of the year the participant reaches age 70 ½) when required minimum distributions must commence.

(l) Forfeited Accounts

The value of forfeited, non-vested accounts was zero as of December 31, 2013 and 2012.

(m) Concentration of Credit Risk

Concentration of credit risk consists of cash and investments. Cash balances are minimal, and investments are reasonably diversified among issuers.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(n) Fair Value of Assets and Liabilities

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 as of the measurement date. Following is a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

2. Investments

Investments as of December 31, 2013 and 2012 whose market values represent 5% or more of net assets available for plan benefits consisted of the following:

	Cost	Market
December 31, 2013:		
Vanguard Retirement Savings Trust	$ 1,809,958	$ 1,809,958
Vanguard Wellington Admiral Shares Fund	$ 774,565	$ 941,279
Vanguard Target Retirement 2040	$ 767,155	$ 979,894
Fidelity Contra Fund	$ 1,450,135	$ 1,990,544
AFS Fundamental Investment	$ 772,701	$ 1,096,896
Goldman Sachs Small Cap Value Institutional	$ 617,812	$ 814,076
Vanguard Stock Market Index Fund	$ 482,726	$ 694,295
Vanguard Emerging Markets Stock Index Signal	$ 994,998	$ 990,764
December 31, 2012:		
Vanguard Retirement Savings Trust	$ 1,995,263	$ 1,995,263
Vanguard Wellington Admiral Shares Fund	$ 762,340	$ 847,212
Vanguard Target Retirement 2040	$ 614,402	$ 686,514
Vanguard Intermediate Term Bond Index Fund	$ 685,067	$ 730,933
Fidelity Contra Fund	$ 1,379,002	$ 1,604,157
AFS Fundamental Investment	$ 742,820	$ 861,546
Vanguard Emerging Markets Stock Index Signal	$ 938,669	$ 1,014,702

(Continued)

3. Fair Value of Financial Instruments

The carrying amounts of the Plan's cash, investments, loans receivable from participants and accrued liabilities approximate their fair value.

The following table presents the fair value measurements of certain assets recognized in the accompanying statements of net assets available for plan benefits - measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of December 31, 2013.

Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common and collective trust	$ 1,809,958	$ -	$ 1,809,958	$ -
Mutual Funds	11,246,953	11,246,953	-	-
Loans receivable from participants	447,966	-	447,966	-
	$ 13,504,877	$ 11,246,953	$ 2,257,924	$ -

4. Tax Status

The Plan has been amended to adopt the prototype plan of the Trustee. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for Federal income taxes has been included in the Plan's financial statements.

(Continued)

5. Information Certified by the Trustee

The Plan administrator elected the method of compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator limited auditing procedures with respect to the information certified by the Trustee.

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as complete and accurate by the Trustee:

	December 31, 2013	December 31, 2012
Statement of Net Assets Available for Plan Benefits:		
Cash	$ 78,586	$ 61,268
Investments at fair value (cost of $10,844,502 and $10,473,621, respectively)	13,056,911	11,399,961
Due to brokers	(78,587)	(61,268)
Net assets certified by the Trustee	$ 13,056,910	$ 11,399,961

Statement of Changes in Net Assets Available for Plan Benefits:	
Interest income	$ 50,217
Dividend income	$ 520,173
Realized gains on sale of investments	$ 122,348
Unrealized appreciation of investments	$ 1,426,195

6. Administrative Expenses

Costs incurred in connection with certain investment transactions and benefits are paid by the Plan. Certain professional and administrative fees and other expenses of the Plan have been paid by the Firm. In addition, personnel and facilities of the Firm used by the Plan for its accounting and other activities are provided at no charge to the Plan.

(Continued)

7. Reconciliation to Form 5500

Form 5500 requires that all earnings, expenses, gains or losses, and unrealized appreciation or devaluation be included in computing net investment gain or loss on common/collective trust funds and registered investment companies. The following reconciliations are required to reconcile amounts reported on the 2013 Form 5500, to the audited financial statements.

Participant receivable contributions as reported on 2013 Form 5500 – Schedule H:	
Line 1b(2) Participant contributions	$ 60,625
Participant receivable contributions as reported on audit report:	
Employee contributions receivable (Modified Cash Basis)	$ -
Receivable for employee contributions not recorded for modified cash basis	60,625
	$ 60,625
Net assets as reported on 2013 Form 5500 – Schedule H:	
Line 1l - Net assets	$ 13,565,501
Receivable for employee contributions not recorded for modified cash basis	(60,625)
Net assets as reported on audit report:	$ 13,504,876
Participant contributions as reported on 2013 Form 5500 – Schedule H:	
Line 2a(3)	$ 955,148
Participant contributions as reported on audit report:	
Employee contributions (Modified Cash Basis)	$ 953,879
Change in employee contributions receivable not recorded for modified cash basis	1,269
	$ 955,148
Income as reported on 2013 Form 5500 – Schedule H:	
Line 2b(1)(g) – Interest - participant loans	$ 18,299
Line 2b(2)(d) – Dividends - mutual funds	520,174
Line 2b(6) – Net investment gain from common/collective trusts	31,947
Line 2b(10) – Net investment gain from registered investment companies	1,551,442
	$ 2,121,862
Income as reported on audit report:	
Interest income	$ 50,217
Dividend income	520,173
Realized gains on sale of investments	122,348
Unrealized appreciation of investments	1,426,195
Other income	3,929
Classification differences (see below)	(1,000)
	$ 2,121,862

(Continued)

7. Reconciliation to Form 5500 (Continued)

Expenses as reported on 2013 Form 5500 – Schedule H:	
Line 2e(4) – Benefit payment	$ 1,246,587
Line 2f – Corrective distributions	84,058
Line 2i(5) – Administrative expenses	38,045
	$ 1,368,690
Expenses as reported on audit report:	
Benefits to participants – normal distributions	$ 1,319,686
Administrative expenses	35,583
Participant loan defaults	14,421
Classification differences (see above)	(1,000)
	$ 1,368,690

8. Uncertain Tax Provisions

The Plan believes that it has appropriate support for any tax positions taken and as such does not have any uncertain tax positions that are material to the financial statements.

The Plan is required to file an annual Return of Employee Benefit Plan (Form 5500). These returns are subject to examination by the Internal Revenue Service generally three years after they are filed.

During the year ended December 31, 2013 the Plan did not incur any tax penalties.

9. Recent Accounting Pronouncements

The Plan has implemented all new accounting pronouncements and does not believe any recently issued accounting pronouncements would have a material impact on the financial statements. The Plan did not incur any tax penalties or related interest charges during the years ended December 31, 2013.

10. Date Through Which Subsequent Events Have Been Evaluated

The date to which events occurring after December 31, 2013 have been evaluated for possible disclosure or adjustment to the financial statements is September 26, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
EIN 75-1534476, Plan 001
Line 4i, Schedule H of the 2013 Form 5500

Schedule of Assets Held for Investment Purposes as of End of Year
December 31, 2013

(a)	(b) Identity of issuer, 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
		Mutual Funds:		
	Vanguard	Vanguard Wellington Admiral Shares Fund	$ 774,565	$ 941,279
	Vanguard	Vanguard Target Retirement 2020	363,505	437,998
	Vanguard	Vanguard Target Retirement 2050	136,931	160,382
	Vanguard	Vanguard Target Retirement 2040	767,155	979,894
	Vanguard	Vanguard Target Retirement 2030	172,478	201,540
	PIMCO	PIMCO Real Return Institutional	268,914	244,973
	Vanguard	Vanguard Intermediate Term Bond Index Fund	538,905	531,555
	Columbia	Columbia Acorn Fund	227,237	279,567
	Fidelity	Fidelity Contra Fund	1,450,135	1,990,544
	American Funds	AFS Fundamental Investment	772,701	1,096,896
	Goldman Sachs	Goldman Sachs Mid Value Institutional Fund	265,390	325,137
	Goldman Sachs	Goldman Sachs Small Cap Value Inst. Fund	617,812	814,076
	T Rowe Price	T Rowe Price Mid Cap Growth Fund	302,790	402,133
	Vanguard	Vanguard Small Cap Value Index Admiral	66,134	81,821
	Vanguard	Vanguard Windsor II Admiral Shares Fund	139,711	186,592
	Vanguard	Vanguard Small Cap Index Fund	135,983	200,000
	Vanguard	Vanguard Index Trust Mid Cap Index Fund	118,074	166,273
	Vanguard	Vanguard Stock Market Index Fund	482,726	694,295
	American Funds	AFS Europacific Growth	398,059	477,768
	Vanguard	Vanguard Developed Markets Index Fund	40,341	43,466
	Vanguard	Vanguard Emerging Mkts Stock Index Signal	994,998	990,764
	Vanguard	Vanguard Retirement Savings Trust	1,809,958	1,809,958
	Total		$ 10,844,502	$ 13,056,911

PROFIT SHARING AND THRIFT PLAN FOR THE EMPLOYEES OF THE AFFILIATED CORPORATIONS OF THE BMS ENTERPRISES, INC.

Financial Statements

December 31, 2013 and 2012
And for the Year Ended December 31, 2013

(With Independent Auditors' Report Thereon)

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.

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Schedule of Assets Held for Investment Purposes As of End of Year, December 31, 2013	17

Supplemental schedules not filed herewith are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

THE Walton Group LLC

Consultants
Certified Public Accountants
Business Advisors

INDEPENDENT AUDITORS' REPORT

The BMS Enterprises, Inc., Administrator
Profit Sharing and Thrift Plan for the Employees of the
Affiliated Corporations of The BMS Enterprises, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements – modified cash basis, of the Profit Sharing and Thrift Plan for the Employees of the Affiliated Corporations of The BMS Enterprises, Inc. (the Plan) which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the year ended December 31, 2013 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 1 to the financial statements; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

Auditors' 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. 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 summarized in Note 5, which was certified by Alerus Financial NA, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of and for the year ended December 31, 2013 and as of December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

6100 Southwest Blvd., Suite 400, Fort Worth, TX 76109
P: 817.731.1155 F: 817.731.1562 www.twgcpa.com

INDEPENDENT AUDITORS' REPORT (CONTINUED)

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

As described in Note 1, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States. Our opinion is not modified with respect to this matter.

The supplemental schedule on page 17, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



The Walton Group, LLC

Fort Worth, TX
September 26, 2014

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Statements of Net Assets Available for Plan Benefits
(MODIFIED CASH BASIS)
December 31, 2013 and 2012

	2013	2012
ASSETS:		
Cash (Note 5)	$ 78,586	$ 61,268
Investments, at fair value (Notes 2, 3 and 5):		
Common and collective trust	1,809,958	1,995,263
Mutual funds	11,246,953	9,404,698
Total investments	13,056,911	11,399,961
Loans receivable from participants (Note 3)	447,966	397,864
Total assets	$ 13,583,463	$ 11,859,093
LIABILITIES AND NET ASSETS:		
Due to brokers (Note 5)	$ 78,587	$ 61,268
Net assets available for plan benefits (Note 7)	13,504,876	11,797,825
Total liabilities and net assets	$ 13,583,463	$ 11,859,093

The accompanying notes are an integral part of the financial statements.

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Statement of Changes in Net Assets Available for Plan Benefits
(MODIFIED CASH BASIS)
For the Year Ended December 31, 2013

Additions to net assets attributed to:	
Employee contributions (Note 7)	$ 953,879
Employer contributions	-
Interest income (Notes 5 and 7)	50,217
Dividend income (Notes 5 and 7)	520,173
Realized gains on sale of investments (Notes 5 and 7)	122,348
Unrealized appreciation of investments (Notes 5 and 7)	1,426,195
Other Income (Note 7)	3,929
Total additions	3,076,741
Deductions from net assets attributed to:	
Administrative expenses (Notes 6 and 7)	35,583
Benefits paid to participants (Note 7):	
Normal distributions	1,319,686
Participant loan defaults – deemed distributions	14,421
Total benefits paid to participants	1,334,107
Total deductions	1,369,690
Net increase in net assets	1,707,051
Net assets available for plan benefits as of January 1, 2013	11,797,825
Net assets available for plan benefits as of December 31, 2013	$ 13,504,876

The accompanying notes are an integral part of the financial statements.

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
Notes to Financial Statements
December 31, 2013 and 2012

1. Summary of Significant Accounting Policies and Description of Plan

(a) Plan Description

The Plan is a defined contribution plan and was established to provide retirement, disability, and death benefits for qualified employees of the affiliated corporations of The BMS Enterprises, Inc., hereafter referred to as the Firm or Employer. The Firm is the Administrator of the Plan. Funding of the Plan is provided by employees and the Firm's contributions, which are discretionary. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Plan Administration

Under the Plan instrument, the Trustee, Alerus Financial NA, is responsible for the custody of all trust assets and the record keeping for Plan members and trust financial matters. All Trustee fees are paid by the Plan.

(c) Priority Upon Termination of Plan

The Firm intends to continue the Plan indefinitely; however, it may be terminated at any time by the Firm's Board of Directors. Upon termination, all assets shall be distributed, and each Plan member will receive their accumulated contributions plus their equity in the remaining net assets of the Plan.

(d) Contributions

Employee contributions are based on a voluntary percentage of their aggregate pretax annual compensation, and vest at the date of contribution. Maximum allowable employee contributions are determined by the Internal Revenue Service on an annual basis. Qualified participants who attained the age of 50 were also eligible for catch up employee contributions. Employer contributions are discretionary and allocated to member accounts. Current and future Employer contributions become twenty (20) percent vested after two (2) years of service and an additional twenty (20) percent vests after each subsequent year's service until 100 percent vesting occurs after six (6) years of service. Withdrawing participants who are not fully vested forfeit a portion of the Employer contributions and income thereon.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Firm's contribution and, (b) net Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options

The following investment options existed as of December 31, 2013:

Vanguard Wellington Admiral Shares Fund – This fund seeks long-term capital appreciation and reasonable current income. The fund invests 60% to 70% of its assets in dividend-paying stocks of established large and medium-size companies.

Vanguard Target Retirement 2020 - The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2020 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2030 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2030 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2040 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2040 (the target year). Its asset allocation will become more conservative over time.

Vanguard Target Retirement 2050 – The investment seeks to provide capital appreciation and current income consistent with its current asset allocation. The fund primarily invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the work force in or within a few years of 2050 (the target year). Its asset allocation will become more conservative over time.

PIMCO Real Return Institutional – This investment seeks maximum real return, consistent with preservation of capital and prudent investment management. The fund normally invests at least 80% of its net assets in inflation-indexed bonds issued by the U.S. and non-U.S. governments, and corporations, which may be represented by forwards or derivatives. It invests primarily in investment-grade securities and is non-diversified.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options (Continued)

Vanguard Intermediate Term Bond Index Fund – This fund seeks to match the performance of a market-weighted bond index with an intermediate-term dollar-weighted average maturity. The fund employs an indexing investment approach, by holding a sample of bonds that seek to track the performance of the Barclays U.S. 5-10 Year Government/Credit Float Adjusted Index.

Columbia Acorn Fund – This fund seeks long-term growth of capital by investing primarily in the stocks of small and medium-sized companies with market capitalizations less than $5 billion at the time of purchase.

Fidelity Contra Fund – This fund seeks capital appreciation. The fund invests primarily in common stocks. The fund invests in both domestic and foreign issuers.

AFS Fundamental Investment – This investment seeks long-term growth of capital and income. The fund invests primarily in common stocks of companies that appear to offer growth and most of which have a history of paying dividends.

Goldman Sachs Mid Value Institutional Fund – This fund seeks long-term capital appreciation primarily through investments in equity securities of companies with market capitalizations within the range of the market capitalization of companies constituting the Russell Midcap Value Index at the time of investment.

Goldman Sachs Small Cap Value Institutional Fund – This fund seeks to provide investors with long-term growth of capital by investing primarily in equity securities of companies with market capitalizations comparable to those companies in the Russell 2000 Value Index.

T Rowe Price Mid Cap Growth Fund – This fund seeks long-term capital appreciation. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in a diversified portfolio of common stocks of mid-cap companies whose earnings are expected to grow at a higher rate than the average company.

Vanguard Windsor II Admiral Shares Fund – This fund seeks to provide long-term capital appreciation and income. The fund invests primarily in large and mid-capitalization companies whose stocks are considered by the fund's adviser to be undervalued.

Vanguard Small Cap Index Fund – This fund seeks to match the performance of a benchmark index that measures the investment return of small-capitalization stocks.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(f) Investment Options (Continued)

Vanguard Index Trust Mid Cap Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Index, a broadly diversified index of stocks of mid-sized U.S. companies.

Vanguard Stock Market Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of the overall stock market. The fund employs an indexing investment approach tracking the MSCI US Broad Market Index representing 99.5% of US common stocks on the NYSE and NASDAQ markets.

Vanguard Small Cap Value Index Admiral – This investment seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks. The fund is designed to track the performance of the MSCI US Small Cap Value Index composed of value stocks of smaller U.S. companies.

AFS Europacific Growth – This fund seeks to provide long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth.

Vanguard Developed Markets Index Fund – This fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in the major markets of Europe and the Pacific region. The fund employs an indexing investment approach designed to track the performance of the MSCI EAFE Index.

Vanguard Emerging Markets Stock Index Signal - The investment seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries. The fund employs an indexing investment approach by investing its assets in the common stocks included in the FTSE Emerging Transition Index, while employing a form of sampling to reduce risk.

Vanguard Retirement Savings Trust – Invests in high quality fixed income securities with financial backing from insurance companies and banks. New investments are chosen based on credit quality, yield, maturity, and contract provisions. The trust targets an average maturity of between 2 and 3 years.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(g) Participant Loans Receivable

The fair value of participant loans are measured at their unpaid principal balance plus accrued interest.

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the Participant Loan fund. Loan terms range up to 5 years, or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate, which is the prime rate plus 1% at the date of the loan application. Principal and interest are paid ratably through weekly, bi-weekly or semi-monthly payroll deductions.

When loan payments are not made for a period more than 90 days, the loan is considered in default. At that time, participants may bring the loan current by paying the missed payments and accrued interest or by requesting a distribution of the amount owed from their vested account balance. If the participant does not bring the loan current, the Plan may foreclose on the participant's vested account balance. As of December 31, 2013, none of the Plan's loans to participants were in default.

(h) Investment Valuations

Investments are carried at their market value as determined by the Plan's Trustee.

Purchases and sales of securities are reflected on a trade-date basis. Gain or loss on sales of securities is based on average cost.

Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as received.

In accordance with the policy of stating investments at fair value, net unrealized gains or losses are reflected in the Statement of Changes in Net Assets Available for Plan Benefits.

(i) Accounting Policies

The books and records of the Plan are maintained on the modified cash basis of accounting, which generally provides for revenues to be recognized when received, rather than when earned; expenses are recognized when expended, rather than when amounts are incurred. Investments are carried at market value. Quoted prices are used to value investments. Forfeited non-vested accounts are recognized when actually realized.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(j) Use of Estimates

The process of preparing financial statements requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

(k) Payment of Benefits

On termination of employment, (including termination due to death and disability), a participant or beneficiary whose vested account balance is less than $5,000 receives a lump sum distribution equal to the value of the participant's vested interest in his or her account. Participants may request that all or part of any such distribution be rolled over directly from the Trustee to the trustee of an eligible retirement plan.

On termination of employment, (including termination due to death and disability), a participant or beneficiary whose vested account balance is more than $5,000 may receive all or part of the value of the vested interest in his or her account as a lump-sum distribution. Participants may request that all or part of any such distribution be rolled over directly from the Trustee to the trustee of an eligible retirement plan. Also, such a participant or beneficiary may continue to keep all or part of the vested account balance invested with the Plan until the required beginning date, (generally April 1st of the year the participant reaches age 70 ½) when required minimum distributions must commence.

(l) Forfeited Accounts

The value of forfeited, non-vested accounts was zero as of December 31, 2013 and 2012.

(m) Concentration of Credit Risk

Concentration of credit risk consists of cash and investments. Cash balances are minimal, and investments are reasonably diversified among issuers.

(Continued)

1. Summary of Significant Accounting Policies and Description of Plan (Continued)

(n) Fair Value of Assets and Liabilities

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 as of the measurement date. Following is a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

2. Investments

Investments as of December 31, 2013 and 2012 whose market values represent 5% or more of net assets available for plan benefits consisted of the following:

	Cost	Market
December 31, 2013:		
Vanguard Retirement Savings Trust	$ 1,809,958	$ 1,809,958
Vanguard Wellington Admiral Shares Fund	$ 774,565	$ 941,279
Vanguard Target Retirement 2040	$ 767,155	$ 979,894
Fidelity Contra Fund	$ 1,450,135	$ 1,990,544
AFS Fundamental Investment	$ 772,701	$ 1,096,896
Goldman Sachs Small Cap Value Institutional	$ 617,812	$ 814,076
Vanguard Stock Market Index Fund	$ 482,726	$ 694,295
Vanguard Emerging Markets Stock Index Signal	$ 994,998	$ 990,764
December 31, 2012:		
Vanguard Retirement Savings Trust	$ 1,995,263	$ 1,995,263
Vanguard Wellington Admiral Shares Fund	$ 762,340	$ 847,212
Vanguard Target Retirement 2040	$ 614,402	$ 686,514
Vanguard Intermediate Term Bond Index Fund	$ 685,067	$ 730,933
Fidelity Contra Fund	$ 1,379,002	$ 1,604,157
AFS Fundamental Investment	$ 742,820	$ 861,546
Vanguard Emerging Markets Stock Index Signal	$ 938,669	$ 1,014,702

(Continued)

3. Fair Value of Financial Instruments

The carrying amounts of the Plan's cash, investments, loans receivable from participants and accrued liabilities approximate their fair value.

The following table presents the fair value measurements of certain assets recognized in the accompanying statements of net assets available for plan benefits - measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of December 31, 2013.

Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common and collective trust	$ 1,809,958	$ -	$ 1,809,958	$ -
Mutual Funds	11,246,953	11,246,953	-	-
Loans receivable from participants	447,966	-	447,966	-
	$ 13,504,877	$ 11,246,953	$ 2,257,924	$ -

4. Tax Status

The Plan has been amended to adopt the prototype plan of the Trustee. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for Federal income taxes has been included in the Plan's financial statements.

(Continued)

5. Information Certified by the Trustee

The Plan administrator elected the method of compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator limited auditing procedures with respect to the information certified by the Trustee.

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as complete and accurate by the Trustee:

	December 31, 2013	December 31, 2012
Statement of Net Assets Available for Plan Benefits:		
Cash	$ 78,586	$ 61,268
Investments at fair value (cost of $10,844,502 and $10,473,621, respectively)	13,056,911	11,399,961
Due to brokers	(78,587)	(61,268)
Net assets certified by the Trustee	$ 13,056,910	$ 11,399,961

Statement of Changes in Net Assets Available for Plan Benefits:	
Interest income	$ 50,217
Dividend income	$ 520,173
Realized gains on sale of investments	$ 122,348
Unrealized appreciation of investments	$ 1,426,195

6. Administrative Expenses

Costs incurred in connection with certain investment transactions and benefits are paid by the Plan. Certain professional and administrative fees and other expenses of the Plan have been paid by the Firm. In addition, personnel and facilities of the Firm used by the Plan for its accounting and other activities are provided at no charge to the Plan.

(Continued)

7. Reconciliation to Form 5500

Form 5500 requires that all earnings, expenses, gains or losses, and unrealized appreciation or devaluation be included in computing net investment gain or loss on common/collective trust funds and registered investment companies. The following reconciliations are required to reconcile amounts reported on the 2013 Form 5500, to the audited financial statements.

Participant receivable contributions as reported on 2013 Form 5500 – Schedule H:	
Line 1b(2) Participant contributions	$ 60,625
Participant receivable contributions as reported on audit report:	
Employee contributions receivable (Modified Cash Basis)	$ -
Receivable for employee contributions not recorded for modified cash basis	60,625
	$ 60,625
Net assets as reported on 2013 Form 5500 – Schedule H:	
Line 1l - Net assets	$ 13,565,501
Receivable for employee contributions not recorded for modified cash basis	(60,625)
Net assets as reported on audit report:	$ 13,504,876
Participant contributions as reported on 2013 Form 5500 – Schedule H:	
Line 2a(3)	$ 955,148
Participant contributions as reported on audit report:	
Employee contributions (Modified Cash Basis)	$ 953,879
Change in employee contributions receivable not recorded for modified cash basis	1,269
	$ 955,148
Income as reported on 2013 Form 5500 – Schedule H:	
Line 2b(1)(g) – Interest - participant loans	$ 18,299
Line 2b(2)(d) – Dividends - mutual funds	520,174
Line 2b(6) – Net investment gain from common/collective trusts	31,947
Line 2b(10) – Net investment gain from registered investment companies	1,551,442
	$ 2,121,862
Income as reported on audit report:	
Interest income	$ 50,217
Dividend income	520,173
Realized gains on sale of investments	122,348
Unrealized appreciation of investments	1,426,195
Other income	3,929
Classification differences (see below)	(1,000)
	$ 2,121,862

(Continued)

7. Reconciliation to Form 5500 (Continued)

Expenses as reported on 2013 Form 5500 – Schedule H:	
Line 2e(4) – Benefit payment	$ 1,246,587
Line 2f – Corrective distributions	84,058
Line 2i(5) – Administrative expenses	38,045
	$ 1,368,690
Expenses as reported on audit report:	
Benefits to participants – normal distributions	$ 1,319,686
Administrative expenses	35,583
Participant loan defaults	14,421
Classification differences (see above)	(1,000)
	$ 1,368,690

8. Uncertain Tax Provisions

The Plan believes that it has appropriate support for any tax positions taken and as such does not have any uncertain tax positions that are material to the financial statements.

The Plan is required to file an annual Return of Employee Benefit Plan (Form 5500). These returns are subject to examination by the Internal Revenue Service generally three years after they are filed.

During the year ended December 31, 2013 the Plan did not incur any tax penalties.

9. Recent Accounting Pronouncements

The Plan has implemented all new accounting pronouncements and does not believe any recently issued accounting pronouncements would have a material impact on the financial statements. The Plan did not incur any tax penalties or related interest charges during the years ended December 31, 2013.

10. Date Through Which Subsequent Events Have Been Evaluated

The date to which events occurring after December 31, 2013 have been evaluated for possible disclosure or adjustment to the financial statements is September 26, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

PROFIT SHARING AND THRIFT PLAN FOR THE
EMPLOYEES OF THE AFFILIATED CORPORATIONS
OF THE BMS ENTERPRISES, INC.
EIN 75-1534476, Plan 001
Line 4i, Schedule H of the 2013 Form 5500

Schedule of Assets Held for Investment Purposes as of End of Year
December 31, 2013

(a)	(b) Identity of issuer, 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
		Mutual Funds:		
	Vanguard	Vanguard Wellington Admiral Shares Fund	$ 774,565	$ 941,279
	Vanguard	Vanguard Target Retirement 2020	363,505	437,998
	Vanguard	Vanguard Target Retirement 2050	136,931	160,382
	Vanguard	Vanguard Target Retirement 2040	767,155	979,894
	Vanguard	Vanguard Target Retirement 2030	172,478	201,540
	PIMCO	PIMCO Real Return Institutional	268,914	244,973
	Vanguard	Vanguard Intermediate Term Bond Index Fund	538,905	531,555
	Columbia	Columbia Acorn Fund	227,237	279,567
	Fidelity	Fidelity Contra Fund	1,450,135	1,990,544
	American Funds	AFS Fundamental Investment	772,701	1,096,896
	Goldman Sachs	Goldman Sachs Mid Value Institutional Fund	265,390	325,137
	Goldman Sachs	Goldman Sachs Small Cap Value Inst. Fund	617,812	814,076
	T Rowe Price	T Rowe Price Mid Cap Growth Fund	302,790	402,133
	Vanguard	Vanguard Small Cap Value Index Admiral	66,134	81,821
	Vanguard	Vanguard Windsor II Admiral Shares Fund	139,711	186,592
	Vanguard	Vanguard Small Cap Index Fund	135,983	200,000
	Vanguard	Vanguard Index Trust Mid Cap Index Fund	118,074	166,273
	Vanguard	Vanguard Stock Market Index Fund	482,726	694,295
	American Funds	AFS Europacific Growth	398,059	477,768
	Vanguard	Vanguard Developed Markets Index Fund	40,341	43,466
	Vanguard	Vanguard Emerging Mkts Stock Index Signal	994,998	990,764
	Vanguard	Vanguard Retirement Savings Trust	1,809,958	1,809,958
	Total		$ 10,844,502	$ 13,056,911