

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 <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>ATRIUM CENTERS 401(K) PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/01/1999</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/01/1999</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ATRIUM CENTERS LLC</u> <u>2780 AIRPORT DRIVE, STE 400</u> <u>COLUMBUS, OH 43219</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-4533744</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-416-7641</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>623000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-4533744</u>	2c Sponsor's telephone number <u>614-416-7641</u>	2d Business code (see instructions) <u>623000</u>	
2b Employer Identification Number (EIN) <u>36-4533744</u>					
2c Sponsor's telephone number <u>614-416-7641</u>					
2d Business code (see instructions) <u>623000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	DENNIS LOCKHART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		3c Administrator's telephone number
a Sponsor's name		
4b EIN		
4c PN		
5 Total number of participants at the beginning of the plan year		5 3237
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 2737
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits		6c 290
d Subtotal. Add lines 6a , 6b , and 6c		6d 3027
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 3027
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 955
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
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: 3D 2E 2F 2G 2J 2K 3H		

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☐ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>ATRIUM CENTERS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ATRIUM CENTERS LLC</u>	D Employer Identification Number (EIN) <u>36-4533744</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

95-1411037

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

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

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

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

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

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

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

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

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

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

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

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

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

AMERICAN FUNDS

95-1411037

(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 52 62 68	RECORDKEEPER	7075	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

BEENE GARTER LLP

38-1337372

(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 37 64	RECORDKEEPER	22852	Yes ☒ No ☐	Yes ☒ 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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 ATRIUM CENTERS 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ATRIUM CENTERS LLC	D Employer Identification Number (EIN) 36-4533744	

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		13596948
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	4207	9775
(2) Participant contributions.....	1b(2)	28826	59120
(3) Other.....	1b(3)	0	
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)	199135	287778
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	11579690	
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11811858	13953621

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11811858	13953621
---	-----------	----------	----------

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)	194443	
(B) Participants	2a(1)(B)	1183801	
(C) Others (including rollovers)	2a(1)(C)	47083	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1425327
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)	10057	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10057
(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)	424716	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		424716
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		1911677
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		3771777

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1542753	
(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)		1542753
f Corrective distributions (see instructions)	2f		56032
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)	30447	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	782	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31229
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1630014

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2141763
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: CLARK SCHAEFER HACKETT

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		24100
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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 <u>ATRIUM CENTERS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ATRIUM CENTERS LLC</u>	D Employer Identification Number (EIN) <u>36-4533744</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>95-6817943</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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): _____

Atrium Centers 401(k) Plan and Trust

Financial Statements and Supplemental Schedules
December 31, 2013 and 2012
(with Independent Auditors' Report)

TABLE OF CONTENTS

Independent Auditors' Report.....	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements.....	5-11
Supplemental Schedules	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions	12
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	13

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Atrium Centers 401(k) Plan and Trust
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements Atrium Centers 401(k) Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

4449 easton way, 4th floor
columbus, oh 43219

www.cshco.com
p. 614.885.2208
f. 614.885.8159

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 Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

Clark, Schaefer, Hackett & Co.

Columbus, Ohio
October 6, 2014

Atrium Centers 401(k) Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value -		
Mutual funds	\$ <u>-</u>	<u>11,579,690</u>
Noninterest bearing cash	<u>13,596,948</u>	<u>-</u>
Receivables:		
Participant contributions	59,120	28,826
Employer contributions	9,775	4,207
Participant notes receivable	<u>293,112</u>	<u>213,323</u>
	<u>362,007</u>	<u>246,356</u>
Total assets	<u>13,958,955</u>	<u>11,826,046</u>
Liabilities:		
Excess contributions payable	<u>39,558</u>	<u>41,625</u>
Net assets available for benefits	\$ <u>13,919,397</u>	<u>11,784,421</u>

See accompanying notes to the financial statements.

Atrium Centers 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions:		
Investment activity:		
Net appreciation in fair value of investments	\$ 1,911,677	1,166,237
Dividends and interest	<u>424,716</u>	<u>201,865</u>
	<u>2,336,393</u>	<u>1,368,102</u>
Interest income on participant notes receivable	<u>10,057</u>	<u>7,722</u>
Contributions:		
Participant	1,155,106	1,180,197
Employer	183,580	197,563
Rollovers	<u>47,083</u>	<u>22,356</u>
	<u>1,385,769</u>	<u>1,400,116</u>
	<u>3,732,219</u>	<u>2,775,940</u>
Deductions:		
Benefits paid to participants	1,566,014	1,122,860
Administrative expenses	<u>31,229</u>	<u>36,293</u>
	<u>1,597,243</u>	<u>1,159,153</u>
Net increase	2,134,976	1,616,787
Net assets available for benefits:		
Beginning of year	<u>11,784,421</u>	<u>10,167,634</u>
End of year	\$ <u>13,919,397</u>	<u>11,784,421</u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

The following description of the Atrium Centers 401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all eligible employees of Atrium Centers LLC and adopting affiliated companies (collectively, the Employer). Employees are eligible to participate in the Plan after completing six months of service and attaining 21 years of age (18 years of age prior to January 1, 2012). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 100% of their annual compensation to the Plan, subject to certain limitations established by law. Participants who reach age 50 may elect to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Employer may make discretionary matching contributions to the Plan equal to a uniform percentage of participant contributions. During 2013 and 2012, the Employer matched 25% of the first 4% of employee salary deferrals.

Participant accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) 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. The Plan's investments are participant-directed.

Vesting

Participants are immediately 100% vested in their voluntary contributions and Employer matching contributions, plus actual earnings thereon.

Participant notes receivable

Participants may borrow from their Plan accounts under terms ranging from 1-5 years, or a reasonable period of time longer than five years for the purchase of a primary residence. The minimum note amount is \$1,000. The maximum note amount is the lesser of \$50,000 or 50% of the vested account balance. Notes are secured by the balance in the participant's Plan account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive a lump-sum payment equal to the value of the participant's vested interest in his or her account.

Normal retirement is at age 65 and early retirement is at age 55 if the participant has six years of credited service. The Plan also provides for certain in-service distributions upon reaching age 59 ½ and distributions of vested balances in the event of financial hardship, subject to Plan provisions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following accounting principles and practices of the Plan are set forth to facilitate the understanding of data presented in the financial statements:

Basis of accounting

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

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Risks and uncertainties

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

Investment valuation and income recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant notes receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

Certain administrative expenses are paid by the Employer and are excluded from these financial statements. Participant level transaction administrative fees such as fees for notes receivable and benefit payments are charged directly to participant accounts and are included in administrative expenses.

Subsequent events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The Plan has evaluated subsequent events through October 6, 2014, the date the financial statements were available to be issued.

3. INVESTMENT CERTIFICATION:

Under the method permitted by Department of Labor regulations, the Plan has included certain data in the financial statements and supplemental schedules which is based upon information certified by Capital Bank and Trust Company, the custodian of the Plan, as complete and accurate. Such data includes investments, dividend and interest income, net appreciation (depreciation) in fair value of investments, and assets held at end of year.

4. FAIR VALUE MEASUREMENTS:

The Financial Accounting Standards Board establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Mutual funds: The fair values of these securities are based on the net asset value ("NAV") of shares held by the Plan at year end which is based on observable market quotations for identical assets and are priced on a daily basis at the close of business.

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 3,841,927	-	-	3,841,927
Growth and income funds	3,269,385	-	-	3,269,385
Equity income funds	2,456,141	-	-	2,456,141
Bond funds	664,311	-	-	664,311
Cash equivalent fund	<u>1,347,926</u>	<u>-</u>	<u>-</u>	<u>1,347,926</u>
Total assets at fair value	\$ <u>11,579,690</u>	<u>-</u>	<u>-</u>	<u>11,579,690</u>

5. INVESTMENTS:

Fair value of investments representing 5% or more of net assets available for benefits at December 31, 2013 and 2012 include:

	<u>2013</u>	<u>2012</u>
American Funds The Growth Fund of America	\$ N/A *	1,167,479
American Funds The Income Fund of America	N/A *	826,614
American Funds The Bond Fund of America	N/A *	664,311
American Funds Fundamental Investors	N/A *	1,198,402
American Funds Capital Income Builder	N/A *	1,629,527
American Funds Capital World Growth and Income Fund	N/A *	1,586,519
American Funds SMALLCAP World Fund	N/A *	1,254,213
American Funds Money Market Fund	N/A *	1,347,926
American Funds New Perspective Fund	N/A *	611,335

N/A - Investment did not meet the 5% reporting threshold at year end.

* As discussed in Note 12, assets held at year-end were in a noninterest bearing cash account.

During the years ended December 31, 2013 and 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,911,677 and \$1,166,237, respectively.

6. RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by American Funds. American Funds is an affiliate of Capital Bank and Trust Company, the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

8. TAX STATUS:

The Employer adopted a volume submitter plan and the Internal Revenue Service (IRS) has informed the volume submitter plan sponsor, in an opinion letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or applicable state and local taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9. EXCESS CONTRIBUTIONS PAYABLE:

The Plan failed the nondiscrimination tests for the years ended December 31, 2013 and 2012. Excess contributions of \$39,558 and \$41,625, respectively, are recorded in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2013 and 2012 and as a reduction of participant and employer contributions in the statements of changes in net assets available for benefits during the years ended December 31, 2013 and 2012.

10. NONEXEMPT TRANSACTIONS:

During 2013 and 2012, certain participant deferrals and loan payments totaling \$24,100 and \$137,277, respectively, were not remitted to the Plan within Department of Labor guidelines. These transactions constitute nonexempt prohibited transactions. The Employer has taken necessary corrective actions for the affected participants.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to total assets per Schedule H of Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 13,919,397	11,784,421
Excess contribution payable, current year	39,558	41,625
Deemed distributions considered assets in the current year	<u>(5,334)</u>	<u>(14,188)</u>
Total assets per Schedule H of Form 5500	\$ <u>13,953,621</u>	<u>11,811,858</u>

The following is a reconciliation of participant contributions per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Participant contributions per the financial statements	\$ 1,155,106	1,180,197
Excess participant contributions payable, current year	<u>28,695</u>	<u>41,625</u>
Participant contributions per Schedule H of Form 5500	\$ <u>1,183,801</u>	<u>1,221,822</u>

The following is a reconciliation of employer contributions per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Employer contributions per the financial statements	\$ 183,580	197,563
Excess employer contributions payable, current year	<u>10,863</u>	<u>-</u>
Employer contributions per Schedule H of Form 5500	\$ <u>194,443</u>	<u>197,563</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Benefits paid to participants per the financial statements	\$ 1,566,014	1,122,860
Excess contributions payable per the financial statement, prior year	41,625	26,325
Deemed distributions considered assets in the current year	5,334	14,188
Deemed distributions considered assets in the prior year	<u>(14,188)</u>	<u>(17,417)</u>
Benefits paid to participants per Schedule H of Form 5500	\$ <u>1,598,785</u>	<u>1,145,956</u>

Benefits paid to participants per Schedule H of Form 5500 consist of the following:

	<u>2013</u>	<u>2012</u>
Benefit payments directly to participants or beneficiaries	\$ 1,542,753	1,113,607
Corrective distributions	<u>56,032</u>	<u>32,349</u>
Benefits paid to participants per Schedule H of Form 5500	\$ <u>1,598,785</u>	<u>1,145,956</u>

12. SUBSEQUENT EVENT:

Effective January 1, 2014, the Employer changed the custodian from Capital Bank and Trust Company to Frontier Trust Company (Frontier), an Ascensus company. As part of the conversion to Frontier, the Plan investments at Capital Bank and Trust were liquidated and transferred in a noninterest bearing cash account with Capital Bank and Trust on December 31, 2013. The funds were received by Frontier on January 2, 2014.

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2013

Total That Constitutes Nonexempt Prohibited Transactions

		Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions	Contributions	Total Fully
Participant Contributions Transferred Late to the Plan				Corrected Outside Voluntary Fiduciary Correction Program	Pending Correction in Voluntary Fiduciary Correction Program	Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Period withheld	Amount					
2012	\$ 2,948	X	-	2,948	-	-
2013	21,152	X	-	21,152	-	-

See accompanying notes to the financial statements.

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Notes Receivable	Interest rates ranging from 4.25% to 6.00%	- \$	<u>293,112</u>

* Indicates party-in-interest to the Plan.

The data in this schedule has been certified as complete and accurate by Capital Bank and Trust Company, the custodian of the Plan.

Atrium Centers 401(k) Plan and Trust

Financial Statements and Supplemental Schedules
December 31, 2013 and 2012
(with Independent Auditors' Report)

TABLE OF CONTENTS

Independent Auditors' Report.....	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to the Financial Statements.....	5-11
Supplemental Schedules	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions	12
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	13

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Atrium Centers 401(k) Plan and Trust
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements Atrium Centers 401(k) Plan and Trust (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

4449 easton way, 4th floor
columbus, oh 43219

www.cshco.com
p. 614.885.2208
f. 614.885.8159

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 Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

Clark, Schaefer, Hackett & Co.

Columbus, Ohio
October 6, 2014

Atrium Centers 401(k) Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value -		
Mutual funds	\$ <u>-</u>	<u>11,579,690</u>
Noninterest bearing cash	<u>13,596,948</u>	<u>-</u>
Receivables:		
Participant contributions	59,120	28,826
Employer contributions	9,775	4,207
Participant notes receivable	<u>293,112</u>	<u>213,323</u>
	<u>362,007</u>	<u>246,356</u>
Total assets	<u>13,958,955</u>	<u>11,826,046</u>
Liabilities:		
Excess contributions payable	<u>39,558</u>	<u>41,625</u>
Net assets available for benefits	\$ <u>13,919,397</u>	<u>11,784,421</u>

See accompanying notes to the financial statements.

Atrium Centers 401(k) Plan and Trust
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions:		
Investment activity:		
Net appreciation in fair value of investments	\$ 1,911,677	1,166,237
Dividends and interest	<u>424,716</u>	<u>201,865</u>
	<u>2,336,393</u>	<u>1,368,102</u>
Interest income on participant notes receivable	<u>10,057</u>	<u>7,722</u>
Contributions:		
Participant	1,155,106	1,180,197
Employer	183,580	197,563
Rollovers	<u>47,083</u>	<u>22,356</u>
	<u>1,385,769</u>	<u>1,400,116</u>
	<u>3,732,219</u>	<u>2,775,940</u>
Deductions:		
Benefits paid to participants	1,566,014	1,122,860
Administrative expenses	<u>31,229</u>	<u>36,293</u>
	<u>1,597,243</u>	<u>1,159,153</u>
Net increase	2,134,976	1,616,787
Net assets available for benefits:		
Beginning of year	<u>11,784,421</u>	<u>10,167,634</u>
End of year	\$ <u>13,919,397</u>	<u>11,784,421</u>

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN:

The following description of the Atrium Centers 401(k) Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all eligible employees of Atrium Centers LLC and adopting affiliated companies (collectively, the Employer). Employees are eligible to participate in the Plan after completing six months of service and attaining 21 years of age (18 years of age prior to January 1, 2012). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute up to 100% of their annual compensation to the Plan, subject to certain limitations established by law. Participants who reach age 50 may elect to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Employer may make discretionary matching contributions to the Plan equal to a uniform percentage of participant contributions. During 2013 and 2012, the Employer matched 25% of the first 4% of employee salary deferrals.

Participant accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) 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. The Plan's investments are participant-directed.

Vesting

Participants are immediately 100% vested in their voluntary contributions and Employer matching contributions, plus actual earnings thereon.

Participant notes receivable

Participants may borrow from their Plan accounts under terms ranging from 1-5 years, or a reasonable period of time longer than five years for the purchase of a primary residence. The minimum note amount is \$1,000. The maximum note amount is the lesser of \$50,000 or 50% of the vested account balance. Notes are secured by the balance in the participant's Plan account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

Upon termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive a lump-sum payment equal to the value of the participant's vested interest in his or her account.

Normal retirement is at age 65 and early retirement is at age 55 if the participant has six years of credited service. The Plan also provides for certain in-service distributions upon reaching age 59 ½ and distributions of vested balances in the event of financial hardship, subject to Plan provisions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following accounting principles and practices of the Plan are set forth to facilitate the understanding of data presented in the financial statements:

Basis of accounting

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

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Risks and uncertainties

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

Investment valuation and income recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Participant notes receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

Payment of benefits

Benefits are recorded when paid.

Administrative expenses

Certain administrative expenses are paid by the Employer and are excluded from these financial statements. Participant level transaction administrative fees such as fees for notes receivable and benefit payments are charged directly to participant accounts and are included in administrative expenses.

Subsequent events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The Plan has evaluated subsequent events through October 6, 2014, the date the financial statements were available to be issued.

3. INVESTMENT CERTIFICATION:

Under the method permitted by Department of Labor regulations, the Plan has included certain data in the financial statements and supplemental schedules which is based upon information certified by Capital Bank and Trust Company, the custodian of the Plan, as complete and accurate. Such data includes investments, dividend and interest income, net appreciation (depreciation) in fair value of investments, and assets held at end of year.

4. FAIR VALUE MEASUREMENTS:

The Financial Accounting Standards Board establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Mutual funds: The fair values of these securities are based on the net asset value ("NAV") of shares held by the Plan at year end which is based on observable market quotations for identical assets and are priced on a daily basis at the close of business.

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 3,841,927	-	-	3,841,927
Growth and income funds	3,269,385	-	-	3,269,385
Equity income funds	2,456,141	-	-	2,456,141
Bond funds	664,311	-	-	664,311
Cash equivalent fund	<u>1,347,926</u>	<u>-</u>	<u>-</u>	<u>1,347,926</u>
Total assets at fair value	\$ <u>11,579,690</u>	<u>-</u>	<u>-</u>	<u>11,579,690</u>

5. INVESTMENTS:

Fair value of investments representing 5% or more of net assets available for benefits at December 31, 2013 and 2012 include:

	<u>2013</u>	<u>2012</u>
American Funds The Growth Fund of America	\$ N/A *	1,167,479
American Funds The Income Fund of America	N/A *	826,614
American Funds The Bond Fund of America	N/A *	664,311
American Funds Fundamental Investors	N/A *	1,198,402
American Funds Capital Income Builder	N/A *	1,629,527
American Funds Capital World Growth and Income Fund	N/A *	1,586,519
American Funds SMALLCAP World Fund	N/A *	1,254,213
American Funds Money Market Fund	N/A *	1,347,926
American Funds New Perspective Fund	N/A *	611,335

N/A - Investment did not meet the 5% reporting threshold at year end.

* As discussed in Note 12, assets held at year-end were in a noninterest bearing cash account.

During the years ended December 31, 2013 and 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,911,677 and \$1,166,237, respectively.

6. RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by American Funds. American Funds is an affiliate of Capital Bank and Trust Company, the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

7. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

8. TAX STATUS:

The Employer adopted a volume submitter plan and the Internal Revenue Service (IRS) has informed the volume submitter plan sponsor, in an opinion letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or applicable state and local taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9. EXCESS CONTRIBUTIONS PAYABLE:

The Plan failed the nondiscrimination tests for the years ended December 31, 2013 and 2012. Excess contributions of \$39,558 and \$41,625, respectively, are recorded in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2013 and 2012 and as a reduction of participant and employer contributions in the statements of changes in net assets available for benefits during the years ended December 31, 2013 and 2012.

10. NONEXEMPT TRANSACTIONS:

During 2013 and 2012, certain participant deferrals and loan payments totaling \$24,100 and \$137,277, respectively, were not remitted to the Plan within Department of Labor guidelines. These transactions constitute nonexempt prohibited transactions. The Employer has taken necessary corrective actions for the affected participants.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to total assets per Schedule H of Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 13,919,397	11,784,421
Excess contribution payable, current year	39,558	41,625
Deemed distributions considered assets in the current year	<u>(5,334)</u>	<u>(14,188)</u>
Total assets per Schedule H of Form 5500	\$ <u>13,953,621</u>	<u>11,811,858</u>

The following is a reconciliation of participant contributions per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Participant contributions per the financial statements	\$ 1,155,106	1,180,197
Excess participant contributions payable, current year	<u>28,695</u>	<u>41,625</u>
Participant contributions per Schedule H of Form 5500	\$ <u>1,183,801</u>	<u>1,221,822</u>

The following is a reconciliation of employer contributions per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Employer contributions per the financial statements	\$ 183,580	197,563
Excess employer contributions payable, current year	<u>10,863</u>	<u>-</u>
Employer contributions per Schedule H of Form 5500	\$ <u>194,443</u>	<u>197,563</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Schedule H of Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Benefits paid to participants per the financial statements	\$ 1,566,014	1,122,860
Excess contributions payable per the financial statement, prior year	41,625	26,325
Deemed distributions considered assets in the current year	5,334	14,188
Deemed distributions considered assets in the prior year	<u>(14,188)</u>	<u>(17,417)</u>
Benefits paid to participants per Schedule H of Form 5500	\$ <u>1,598,785</u>	<u>1,145,956</u>

Benefits paid to participants per Schedule H of Form 5500 consist of the following:

	<u>2013</u>	<u>2012</u>
Benefit payments directly to participants or beneficiaries	\$ 1,542,753	1,113,607
Corrective distributions	<u>56,032</u>	<u>32,349</u>
Benefits paid to participants per Schedule H of Form 5500	\$ <u>1,598,785</u>	<u>1,145,956</u>

12. SUBSEQUENT EVENT:

Effective January 1, 2014, the Employer changed the custodian from Capital Bank and Trust Company to Frontier Trust Company (Frontier), an Ascensus company. As part of the conversion to Frontier, the Plan investments at Capital Bank and Trust were liquidated and transferred in a noninterest bearing cash account with Capital Bank and Trust on December 31, 2013. The funds were received by Frontier on January 2, 2014.

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2013

Total That Constitutes Nonexempt Prohibited Transactions

		Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Participant Contributions Transferred Late to the Plan	Amount					
Period withheld	Amount					
2012	\$ 2,948	X	-	2,948	-	-
2013	21,152	X	-	21,152	-	-

See accompanying notes to the financial statements.

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Notes Receivable	Interest rates ranging from 4.25% to 6.00%	- \$	<u>293,112</u>

* Indicates party-in-interest to the Plan.

The data in this schedule has been certified as complete and accurate by Capital Bank and Trust Company, the custodian of the Plan.

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Participant Notes Receivable	Interest rates ranging from 4.25% to 6.00%	- \$	<u>293,112</u>

* Indicates party-in-interest to the Plan.

The data in this schedule has been certified as complete and accurate by Capital Bank and Trust Company, the custodian of the Plan.

Exhibit B: Fee Schedule
Standard Fees
Class R-2 shares

Average participant balance	\$5,000 or less	\$5,001 or more
One-time installation fee	\$500	\$0
Annual recordkeeping fees	\$500	\$0
Loan fees (deducted from participant accounts)		
Loan establishment	\$85	\$85
Annual maintenance	\$50	\$50

Class R-3 shares

Average participant balance	\$50,000 or less	\$50,001 or more
One-time installation fee	\$750	\$0
Annual recordkeeping fees	\$750	\$0
Loan fees (deducted from participant accounts)		
Loan establishment	\$85	\$85
Annual maintenance	\$50	\$50

Class R-4 shares

Average participant balance	\$10,000 or less	\$10,001 to \$25,000	\$25,001 to \$50,000	\$50,001 or more
One-time installation fee	\$1,000	\$750	\$750	\$0
Annual recordkeeping fees				
Per Plan plus	\$1,500	\$1,500	\$1,000	\$0
Per participant ¹	\$15	\$5	\$0	\$0
Loan fees (deducted from participant accounts)				
Loan establishment	\$85	\$85	\$85	\$85
Annual maintenance	\$50	\$50	\$50	\$50

Class R-5 shares

Average participant balance	\$10,000 or less	\$10,001 to \$25,000	\$25,001 to \$50,000	\$50,001 to \$100,000	\$100,001 or more
One-time installation fee	\$1,000	\$750	\$750	\$750	\$0
Annual recordkeeping fees					
Per Plan plus	\$1,500	\$1,500	\$1,000	\$750	\$0
Per participant ¹	\$20	\$10	\$5	\$0	\$0
Loan fees (deducted from participant accounts)					
Loan establishment	\$85	\$85	\$85	\$85	\$85
Annual maintenance	\$50	\$50	\$50	\$50	\$50

¹ Based on the number of participants with an account balance at any time during a recordkeeping quarter

Exhibit B: Fee Schedule *(continued)*

Class A shares — Applicable ONLY to grandfathered A-share plans	
One-time installation fee	\$750
Annual recordkeeping fees	
0–50 participants	\$750
More than 50 participants	\$750 + \$10/participant in excess of 50
Loan fees (deducted from participant accounts)	
Loan establishment	\$85
Annual maintenance	\$50 annually

Ancillary Services and Fees

Corporate trustee services provided by Capital Bank and Trust Company	\$750 annually
Custodian certified trust statement for self-trusteed Plan	\$750 annually
Paper copy of ERISA 404(a)(5) Participant Disclosure (provided in bulk to the Plan administrator)	\$5 per statement, no charge for statements relating to 1) initial Plan setup; and 2) newly eligible employees

Exhibit C: Investment Option Payments to the Service Provider, TPA and Financial Professional's Broker-Dealer Firm

Please note that the payment schedule may change from time to time, and you will find the most current version posted in the Forms section of the Plan Sponsor website at americanfunds.com/retiresponsor.

Investment Option Payments to the Service Provider and TPA

The Service Provider receives payments for recordkeeping up to the maximums shown below, from the investment options held by the Plan pursuant to subtransfer agency arrangements. These payments compensate both the Service Provider and the TPA for providing services to the Plan that would otherwise be provided by service providers to the investment options.

Share class	Fund payments
A*	\$12/participant position ¹
R-2	\$27/participant position + 0.15% of assets
R-3	\$12/participant position + 0.10% of assets
R-4	0.10% of assets
R-5	0.05% of assets

Investment Option Payments to TPA (included in Fund Payments shown above)

Unless otherwise requested, the Service Provider or its affiliates may pay to the TPA, on behalf of the Employer or the Plan, a portion of the recordkeeping payments as described below. These payments are made pursuant to an arrangement with the TPA providing services to the Plan. The TPA is responsible for disclosing all compensation it receives, and services it provides, in connection with the Plan.

	Payments in respect to A shares	Payments in respect to R-2 shares ²	Payments in respect to R-3 shares ²	Payments in respect to R-4 shares ²	Payments in respect to R-5 shares
Less than \$1 million	0.00%	0.12%	0.10%	0.02%	0.00%
At least \$1 million, but less than \$2 million	0.00	0.11	0.09	0.02	0.00
At least \$2 million, but less than \$3 million	0.00	0.10	0.08	0.02	0.00
At least \$3 million, but less than \$4 million	0.00	0.09	0.07	0.02	0.00
At least \$4 million, but less than \$5 million	0.00	0.08	0.06	0.02	0.00
At least \$5 million, but less than \$6 million	0.00	0.06	0.06	0.02	0.00
\$6 million or more	0.00	0.05	0.05	0.02	0.00

Investment Option Payments to Broker-Dealer Firm — R-Share Plans

The Plan is obligated to pay the Financial Professional the compensation amounts stated below for providing services to the Plan. However, the investment options held by the Plan will pay these same amounts on behalf of the Plan to the broker-dealer firm of the Plan's Financial Professional to offset the fees the Plan is otherwise obligated to pay. The payments are generally made pursuant to selling group agreements and each investment option's distribution agreement. The Financial Professional is responsible for disclosing all compensation it receives, and services it provides, in connection with the Plan.

R shares

Share class	Fund payments ³
R-2	0.75% of assets
R-3	0.50% of assets
R-4	0.25% of assets
R-5	0.00%

***Applicable only to grandfathered A-share plans**

¹ For the American Funds Target Date Retirement Series® A shares, fund payment is 0.10% of assets.

² Payments to TPAs with respect to plan assets held in the American Funds Money Market Fund® may be suspended.

³ Payments to broker-dealers with respect to plan assets held in the American Funds Money Market Fund may be suspended.

Exhibit C: Investment Option Payments to the Service Provider, TPA and Financial Professional's Broker-Dealer Firm *(continued)*
Investment Option Payments to Broker-Dealer Firm — A-Share Plans
A shares*

Sales charges and dealer commissions for growth, growth-and-income, equity-income and balanced funds			
Amount of sale/account value	Sales charge	To compute offering price, divide NAV by	Dealer commission
Less than \$25,000	5.75%	0.9425	5.00%
\$25,000 but less than \$50,000	5.00	0.9500	4.25
\$50,000 but less than \$100,000	4.50	0.9550	3.75
\$100,000 but less than \$250,000	3.50	0.9650	2.75
\$250,000 but less than \$500,000	2.50	0.9750	2.00
\$500,000 but less than \$750,000	2.00	0.9800	1.60
\$750,000 but less than \$1 million	1.50	0.9850	1.20
\$1 million or more	NAV ¹	—	varies ²

Sales charges and dealer commissions for most bond funds			
Less than \$100,000	3.75%	0.9625	3.00%
\$100,000 but less than \$250,000	3.50	0.9650	2.75
\$250,000 but less than \$500,000	2.50	0.9750	2.00
\$500,000 but less than \$750,000	2.00	0.9800	1.60
\$750,000 but less than \$1 million	1.50	0.9850	1.20
\$1 million or more	NAV ¹	—	varies ²

Sales charges and dealer commissions for Intermediate Bond Fund of America® and Short-Term Bond Fund of America SM			
Less than \$500,000	2.50%	0.9750	2.00%
\$500,000 but less than \$750,000	2.00	0.9800	1.60
\$750,000 but less than \$1 million	1.50	0.9850	1.20
\$1 million or more	NAV ¹	—	varies ²

In addition, ongoing service fees for American Funds Class A shares are paid (subject to annual fund board approval) to qualifying dealer firms on assets held at least one year. Service fees are paid after quarters ending February, May, August and November following the first anniversary of purchase. **No compensation is paid on shares purchased under the broker NAV privilege.**

Annual service fees for Class A shares	
Assets	Annual service fee
Money market fund assets	0.15%
All other assets with a first anniversary of purchase on or after 7/1/88	0.25

***Applicable only to grandfathered A-share plans**

¹ There is no initial sales charge on purchases of \$1 million or more. A 1% contingent deferred sales charge (CDSC) may be assessed if a redemption occurs within one year of purchase.

² Dealers are paid a commission of 1% on the first \$4 million of NAV purchases (sales of \$1 million or more), 0.50% on the next \$6 million of NAV purchases and 0.25% on all NAV purchases over \$10 million. Commissions are based on cumulative investments over the life of the account with no adjustment for redemptions, transfers or market declines. In addition, an ongoing annual service fee of 0.25% may be paid to qualifying dealer firms on assets held at least one year.

Attachment to 2013 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name Atrium Centers 401(K) Plan and Trust

EIN: 36-4533744

Plan Sponsor's Name Atrium Centers LLC

PN: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒	0	24,100	0	0