Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1972

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

LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET
PHARR, TX 78577

2b Employer Identification Number (EIN)
74-2730084

2c Sponsor's telephone number
956-702-3361

2d Business code (see instructions)
442110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	729
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**	544
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	150
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	694
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	696
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	687
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	31
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 3D

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
LACKS VALLEY STORES, LTD.	74-2730084	

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

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

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

CARLEY & MCCAW, INC.

14400 JONES MALTSBERGER ROAD
SUITE 100
SAN ANTONIO, TX 78247

75-1721253

(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?
13	CONTRACT ADMINISTRATOR	28694	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERRILL LYNCH, INC.

200 S. 10TH STREEET, SUITE 1002
MCALLEN, TX 78501

13-5674085

(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?
27	INVESTMENT ADVISORY	69180	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PATILLO, BROWN & HILL, LLP

4301 THE 25 WAY NE
ALBUQUERQUE, NM 87109

74-1130599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT	7500	Yes [ ] No [X]	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

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(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
LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

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	1343	2797
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	420000	340000
(2) Participant contributions	1b(2)		0
(3) Other	1b(3)	17967	8260
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	975665	406927
(2) U.S. Government securities	1c(2)	1796066	953508
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1031387	479986
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	4214659	6235233
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	954797
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	981646	1137452

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	9438733	10518960
Liabilities			
g Benefit claims payable	1g	1916	6918
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	1916	6918
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9436817	10512042

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)	340000	
(B) Participants	2a(1)(B)	219655	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		559655
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	23	
(B) U.S. Government securities	2b(1)(B)	21020	
(C) Corporate debt instruments	2b(1)(C)	30824	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		51867
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	107979	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	36120	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		144099
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5505985	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5332457	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		173528
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	1111318	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1111318

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2040467
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	842973	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		842973
f Corrective distributions (see instructions)	2f		16895
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	7500	
(2) Contract administrator fees	2i(2)	28694	
(3) Investment advisory and management fees	2i(3)	69180	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		105374
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		965242
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1075225
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] 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 [X] No

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

(1) Name: PATILLO, BROWN & HILL, LLP **(2)** EIN: 74-1130599

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust
LACKS VALLEY STORES, LTD. 401(K) PL

6b Trust's EIN
743001344

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
LACKS VALLEY STORES, LTD. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LACKS VALLEY STORES, LTD.

D Employer Identification Number (EIN)
74-2730084

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-3001344

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Lack's Valley Stores, Ltd.
401(k) Profit Sharing Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

With Independent Auditors' Report

PB&H
PATTILLO, BROWN & HILL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS ■ BUSINESS CONSULTANTS

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN

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PB&H
PATTILLO, BROWN & HILL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS ■ BUSINESS CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To Plan Administrator and Participants of
Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

401 WEST HIGHWAY 6 ■ P. O. BOX 20725 ■ WACO, TX 76702-0725 ■ (254) 772-4901 ■ FAX: (254) 772-4920 ■ www.pbhcpa.com
AFFILIATE OFFICES: HILLSBORO, TX (254) 582-2583 ■ HOUSTON, TX (281) 671-6259
RIO GRANDE VALLEY, TX (956) 544-7778 ■ TEMPLE, TX (254) 791-3460 ■ ALBUQUERQUE, NM (505) 266-5904

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in its net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Item 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



September 29, 2014

LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

ASSETS

	2013	2012
Investments, at fair value:		
Cash and cash equivalents	$ 409,724	$ 977,008
Government and agency securities	953,508	1,796,066
Corporate common stock	6,235,233	4,214,659
Corporate preferred debt	479,986	1,031,387
Mutual funds	954,797	-
Other investments	1,137,452	981,646
Total Investments	10,170,700	9,000,766
Receivables:		
Interest	8,260	17,967
Employer contribution	340,000	420,000
Total Receivables	348,260	437,967
Total Assets	10,518,960	9,438,733

LIABILITIES

Excess contributions refundable	3,387	16,895
Total Liabilities	3,387	16,895
Net Assets Available for Benefits	$ 10,515,573	$ 9,421,838

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

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LACK'S VALLEY STORES, LTD.
401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2013

	2013
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income, net of investment expenses:	
Net appreciation in fair value of investments	$ 1,111,318
Realized gains	173,528
Interest and dividends	195,966
Total Investment Income	1,480,812
Contributions:	
Employee	219,655
Employer	340,000
Total Contributions	559,655
Total Additions	2,040,467
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	837,971
Corrective distributions	3,387
Administrative expenses	105,374
Total Deductions	946,732
NET INCREASE	1,093,735
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	9,421,838
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 10,515,573

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

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1. DESCRIPTION OF PLAN

The following description of the Lack's Valley Stores, Ltd. 401(k) Profit Sharing Plan ("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 plan, which includes all eligible employees of Lack's Valley Stores, Ltd. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility

An employee becomes eligible to participate in the Plan upon completion of both 12 consecutive months of employment and 1,000 hours of service with the Company. Participation in the Plan begins on January 1 or July 1, whichever is the first date after the date on which an employee satisfies the eligibility requirements.

Employee Contributions

Effective January 1, 1998, the Plan was amended to include a 401(k) provision whereby employees are allowed to make contributions to the Plan. Pursuant to Section 401(k) of the Internal Revenue Code (the "IRC"), participants may contribute up to the lesser of 100% of their compensation or $17,500 for 2013. Employees who are age 50 or older may also make catch-up contributions of up to $5,500 for 2013.

Employer Contributions

The Plan provides for employer matching and profit sharing contributions. Contributions to the Plan are at the Company's discretion. For the years ended December 31, 2013 and 2012, the Company made profit sharing contributions to the Plan in the amount of $340,000 and $420,000, respectively. There were no employer matching contributions made to the Plan for the years ended December 31, 2013 and 2012.

Investment Options

The provisions of the Plan document do not allow for participant-directed funds. Rather, all investments decisions are made by the trustee.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's discretionary profit sharing contribution, (b) the Company's discretionary employer matching contribution and, (c) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the plan. Allocations are based on participant earnings or account balances, as defined. The benefit of which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contributions is based on years of service. For any discretionary matching or profit sharing contribution, participants are vested 0% during the first two years of service. A participant becomes 100% vested after three years of service. A participant will also be 100% vested upon normal retirement age, death or disability.

Payment of Benefits

Distributions from the account are not permitted before age 59½ except in the event of death, disability, termination of employment or reasons of proven financial hardship. On termination of service, a participant may elect to receive a lump-sum distribution, a part lump-sum and part installment distribution or a distribution over a period not exceeding the joint and last survivor expectancy of the participant and his or her designated beneficiary. If the participant elects a distribution other than a lump-sum, certain minimum distribution requirements shall apply.

Terminated employees are not required to withdraw amounts from their Plan accounts if such accounts are greater than $5,000.

Forfeitures

A forfeiture is the non-vested portion of a terminated participant's account balance. The forfeited amount remains in the Plan and is used to reduce any subsequent discretionary employer contributions. As of December 31, 2013 and 2012, there were $0 and $3,943 of forfeitures remaining in the plan that had not yet been allocated to reduce employer contributions.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. All administrative expenses, including trustee, accounting and legal fees have been paid by the Plan unless the Company at its discretion paid such expenses.

Investment related expenses are included in net appreciation of fair value of investments.

Plan Administration

The Plan is administered by an advisory committee consisting of one or more persons appointed by the Company. The advisory committee is given all powers necessary to enable it to carry out its duties including, but not limited to, the power to interpret the Plan document, decide on all questions of eligibility, the status and right of participants, and direct disbursements of benefits in accordance with the provisions of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 time.

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

Payment of Benefits

Benefits are recorded when paid.

3. INVESTMENTS

The following presents investments at December 31, 2013 and 2012 that represent 5% or more of the Plan's net assets for that respective year:

	2013
Lord Abbott Floating Rate Cl A	$ 547,694

	2012
Cash on hand at Merrill Lynch	$ 977,008

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $1,111,318 during the year ended December 31, 2013 as follows:

Cash and cash equivalents	$ -
Government and agency securities	37,839
Corporate common stock	
Industrial goods	144,605
Health care	156,137
IT	57,279
Financial	177,289
Consumer goods	105,359
Services	163,550
Telecommunications	6,302
Technology	48,497
Basic materials	76,700
Utilities	2,706
Total Corporate common stock	938,424
Corporate preferred debt	
AA credit rating	(843)
AA- credit rating	(2,198)
A+ credit rating	(356)
A credit rating	(22)
A- credit rating	(2,230)
BBB+ credit rating	(1,261)
BBB credit rating	(2,010)
BBB- credit rating	(4,131)
UR- credit rating	(84)
Total Corporate preferred debt	(13,135)
Mutual funds	
High yield bond	380
Intermediate term bond	(17,896)
Fixed income	(2,306)
Total Mutual funds	(19,822)
Other investments	168,012
Total Appreciation	$ 1,111,318

4. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2013	2012
Net Assets:		
Cash and cash equivalents	$ 409,724	$ 977,008
Government and agency securities	953,508	1,796,066
Corporate common stock	6,235,233	4,214,659
Corporate preferred debt	479,986	1,031,387
Mutual funds	954,797	-
Other investments	1,137,452	981,646
Receivables at year end	348,260	437,967
Liabilities at year end	(3,387)	(16,895)
	$ 10,515,573	$ 9,421,838

	2013
Changes in Net Assets:	
Contributions	$ 559,655
Interest and dividends	195,966
Net appreciation and realized gains	1,284,846
Benefits paid to participants	(841,358)
Other income and expenses	(105,374)
	$ 1,093,735

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 market prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

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 methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Cash and cash equivalent –
Valued at face value

Common stocks, corporate bonds and U.S government securities –
Valued at the closing price reported on the active market on which the individual securities are traded

Other investments –
This asset class contains hedge funds. The underlying exchange traded investments are valued by using closing prices reported on the active market on which the individual securities are traded. The underlying non-exchange traded investments use inputs such as quoted values and other data provided by nationally recognized independent pricing sources

Mutual funds –
Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine 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, 2013 and 2012:

Fair Value Measurements at December 31, 2013 using:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 409,724	$ 409,724	$ -
Government and agency securities	953,508	953,508	-
Corporate common stock			
Industrial goods	572,589	572,589	-
Health care	922,016	922,016	-
IT	416,658	416,658	-
Financial	1,023,570	1,023,570	-
Consumer goods	1,138,050	1,138,050	-
Services	772,878	772,878	-
Telecommunications	113,178	113,178	-
Technology	338,504	338,504	-
Basic materials	900,712	900,712	-
Utilities	37,078	37,078	-
Total Corporate common stock	6,235,233	6,235,233	-
Corporate preferred debt			
AA credit rating	7,604	7,604	-
AA- credit rating	36,523	36,523	-
A+ credit rating	9,866	9,866	-
A credit rating	13,537	13,537	-
A- credit rating	130,438	130,438	-
BBB+ credit rating	77,372	77,372	-
BBB credit rating	69,172	69,172	-
BBB- credit rating	124,857	124,857	-
UR- credit rating	10,617	10,617	-
Total Corporate preferred debt	479,986	479,986	-
Mutual funds			
High yield bond	45,849	45,849	-
Intermediate term bond	361,254	361,254	-
Fixed income	547,694	547,694	-
Total Mutual funds	954,797	954,797	-
Other investments	1,137,452	-	1,137,452
Total assets at fair value	$ 10,170,700	$ 8,078,451	$ 1,137,452

Fair Value Measurements at December 31, 2012 using:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 977,008	$ 977,008	$ -
Government and agency securities	1,796,066	1,796,066	-
Corporate common stock			
Industrial goods	459,693	459,693	-
Health care	515,790	515,790	-
IT	550,901	550,901	-
Financial	582,337	582,337	-
Consumer goods	751,879	751,879	-
Services	467,239	467,239	-
Telecommunications	78,028	78,028	-
Energy	404,350	404,350	-
Technology	111,873	111,873	-
Basic materials	268,009	268,009	-
Utilities	23,650	23,650	-
Conglomerates	910	910	-
Total Corporate common stock	4,214,659	4,214,659	-
Corporate preferred debt			
AA credit rating	102,021	102,021	-
AA- credit rating	125,098	125,098	-
A+ credit rating	175,620	175,620	-
A credit rating	213,563	213,563	-
A- credit rating	199,814	199,814	-
BBB+ credit rating	157,872	157,872	-
BBB credit rating	57,399	57,399	-
BBB- credit rating	-	-	-
Total Corporate preferred debt	1,031,387	1,031,387	-
Other investments	981,646	-	981,646
Total assets at fair value	$ 9,000,766	$ 8,019,120	$ 981,646

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013 and 2012:

Level 3 Asset
Other Investments
Year Ended December 31,

	2013	2012
Balance, beginning of year	$ 981,646	$ 1,018,848
Total gains or losses included in changes in net assets available for benefits	168,012	(89,644)
Purchases, sales, issuances, and statements (net)	(12,206)	52,442
Balance, end of year	$ 1,137,452	$ 981,646
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 168,012	$(89,644)

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2013 and 2012, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2013, there were no significant transfers into or out of Level 3.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2013	December 31, 2012
Net assets available for benefits per the financial statements	$ 10,515,573	$ 9,421,838
Less: amounts allocated to withdrawing participants	(6,918)	(1,916)
Plus: current year accrued excess contributions refundable	3,387	16,895
Net assets available for benefits per the Form 5500	$ 10,512,042	$ 9,436,817

The following is a reconciliation of the benefits paid to participants and corrective distributions per the financial statements to the Form 5500:

	December 31, 2013
Benefits paid to participants and corrective distributions per the financial statements	$ 841,358
Less: amounts allocated to withdrawing participants at December 31, 2012	(1,916)
Plus: prior year accrued excess contributions refundable	16,895
Plus: amounts allocated to withdrawing participants at December 31, 2013	6,918
Less: current year accrued excess contributions refundable	(3,387)
Benefits paid to participants and corrective distributions, per the Form 5500	$ 859,868

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date. Only benefit claims that have been processed, approved and paid as of December 31 are recorded on the financial statements as distributions.

7. TAX STATUS

The Plan obtained its latest opinion letter on March 2, 2006, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administration and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe 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 (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination. 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.

8. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Merrill Lynch, Inc, the custodian of the Plan. These transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan amounted to $69,180 for the investment management services for the year ended December 31, 2013.

The Plan pays certain administrative, audit and record keeping fees. Direct compensation paid during the year amounted to $36,194 for record keeping, audit and administrative services for the year ended December 31, 2013. These transactions qualify as exempt party-in-interest transactions.

9. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

10. RISKS AND UNCERTAINITIES

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments 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.

11. RECLASSIFICATIONS

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements.

12. SUBSEQUENT EVENTS

For the years ended December 31, 2013, the Company has evaluated subsequent events for potential recognition and disclosure through September 29, 2014, the date of financial statement issuance. No events requiring disclosure were noted.

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SUPPLEMENTAL SCHEDULE

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN ' 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE COMMON STOCK				
	3M Company	281 Shares	$ 26,720	$ 39,410
	Aarons Inc	61 Shares	1,720	1,793
	Abbott Labs	2321 Shares	76,231	88,964
	Abbvie Inc	485 Shares	14,460	25,613
	Accenture Plc	695 Shares	40,742	57,143
	Ace Limited	474 Shares	39,365	49,073
	Activision Blizzard Inc	150 Shares	2,089	2,675
	Agilent Techs Inc	43 Shares	1,850	2,459
	AIA Group Ltd	2560 Shares	9,993	12,843
	Air Methods Corp	49 Shares	1,375	2,855
	Air Products & Chemicals	143 Shares	13,010	15,985
	Akamai Technologies Inc	68 Shares	2,899	3,208
	Akzo Nobel	265 Shares	13,353	20,573
	Allegheny Tech Inc	65 Shares	1,732	2,316
	Alliance Data Sys Corp	181 Shares	30,892	47,590
	Altria Group Inc	755 Shares	19,639	28,984
	Amazon Com Inc	60 Shares	13,362	23,927
	American Campus Cmntys Inc	45 Shares	2,058	1,449
	American Express Company	212 Shares	10,690	19,235
	American Tower Reit Inc	64 Shares	4,739	5,108
	Amerisafe Inc Cl A	27 Shares	1,058	1,140
	AmerisourceBergen Corp	44 Shares	2,434	3,094
	Anheuser-Busch	297 Shares	25,612	31,619
	Ansys Inc	34 Shares	2,503	2,965
	AON Plc	275 Shares	17,635	23,070
	Apple Inc	279 Shares	66,445	156,525
	Arcos Dorados Hldg Inc	894 Shares	11,378	10,835
	ASML Hldg	356 Shares	24,075	33,357
	Atlas Copco Cl A	415 Shares	10,984	11,521
	Autodesk Inc	57 Shares	1,974	2,868
	Automatic Data Processing	196 Shares	10,050	15,837
	Barclays	3293 Shares	12,160	14,832
	Bard C R Inc	17 Shares	1,847	2,277
	Bayer	163 Shares	9,498	22,932

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(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
CORPORATE COMMON STOCK (CONTINUED)				
	BG Group	759 Shares	$ 13,857	$ 16,311
	Bio Rad Labs Cl A	14 Shares	1,565	1,731
	Biogen Idec ink	70 Shares	8,494	19,570
	Biomarin Pharmaceuticals	263 Shares	18,398	18,502
	BJs Restaurants Inc	38 Shares	1,302	1,180
	Blackbaud Inc	63 Shares	1,689	2,372
	Blakcrock Inc	80 Shares	15,483	25,318
	BNP Paribas	212 Shares	12,158	16,549
	Boeing Company	230 Shares	16,626	31,393
	Borg Warner Inc	72 Shares	3,100	4,026
	Boston Pptys Inc	21 Shares	2,239	2,108
	Bristol-Myers Squibb Co	645 Shares	22,267	34,282
	Cabot Corp	36 Shares	1,559	1,850
	Canadian Pacific Railway	115 Shares	13,800	17,402
	Canon Inc	399 Shares	15,679	12,641
	Cantel Medical Corp	37 Shares	1,318	1,255
	Cardtronics Inc	58 Shares	1,524	2,520
	Caterpillar Inc	184 Shares	16,710	16,709
	Cavium Inc	40 Shares	1,409	1,380
	CBRE Group Inc Cl A	138 Shares	3,199	3,629
	Celgene Corp	96 Shares	14,561	16,221
	Cenovus Energy Inc	175 Shares	5,823	5,014
	Cepheid Inc	52 Shares	2,056	2,427
	Check Point Software Tech	300 Shares	17,438	19,350
	Chevron Corp	733 Shares	60,109	91,559
	China Unicom Hong Kong	534 Shares	8,615	8,042
	CIT Group Inc	457 Shares	22,824	23,823
	Clarcor Inc	48 Shares	2,466	3,089
	Cleco Corp	68 Shares	2,963	3,170
	Coach Inc	35 Shares	1,977	1,965
	Coca Cola	2172 Shares	71,243	89,725
	Coca Cola Enterprises	519 Shares	16,794	22,903
	Cognex Corp	104 Shares	2,276	3,971
	Cohen & Steers Inc	59 Shares	2,014	2,364

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CORPORATE COMMON STOCK (CONTINUED)				
	Cohu Inc	31 Shares	$ 331	$ 326
	Comcast Corp	1730 Shares	58,227	87,829
	Comerica Inc	411 Shares	19,104	19,539
	Compass Minerals Intl Inc	21 Shares	1,591	1,681
	ConocoPhillips	544 Shares	32,173	38,434
	Corporate Exec Board Co	42 Shares	2,473	3,252
	Costar Group Inc	10 Shares	993	1,846
	Covance Inc	35 Shares	2,696	3,082
	Covidien Plc	471 Shares	29,591	32,075
	Crown Castle Intl Corp	312 Shares	18,623	22,910
	CSX Corp	130 Shares	3,049	3,740
	Cubist Pharmaceuticals	33 Shares	1,530	2,273
	Cummins Inc	31 Shares	3,358	4,370
	CVS Caremark Corp	1321 Shares	68,949	94,544
	D R Horton Inc	210 Shares	4,496	4,687
	Danaher Corp	805 Shares	44,770	62,146
	Danone	179 Shares	12,150	12,905
	Darden Restaurants Inc	46 Shares	2,265	2,501
	Dassault Systems	77 Shares	7,296	9,574
	DBS Group Hldgs	158 Shares	7,516	8,575
	Delphi Automotive Plc	422 Shares	17,151	25,375
	Diageo Plc	307 Shares	29,425	40,653
	Discovery Communication Inc Ser A	220 Shares	11,952	19,892
	Disney Walt Co	685 Shares	32,885	52,334
	Dominion Res Inc	484 Shares	28,983	31,310
	Dril Quip	27 Shares	2,272	2,968
	Eastman Chemical Co	53 Shares	3,803	4,277
	Eaton Corp	351 Shares	20,970	26,718
	Eaton Vance Corp	81 Shares	3,071	3,466
	EBay Inc	206 Shares	10,848	11,302
	Echostar Corp	54 Shares	2,127	2,685
	Edwards Lifesciences Corp	239 Shares	20,599	15,717
	EOG Resources Inc	49 Shares	6,998	8,224
	Epam Systems Inc	35 Shares	1,237	1,223
	Ericsson LM	864 Shares	9,433	10,560

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CORPORATE COMMON STOCK (CONTINUED)				
	Erste Group Bank	212 Shares	$ 6,238	$ 7,400
	Estee Lauder Cos Inc	293 Shares	15,959	22,069
	Express Scripts Inc	532 Shares	34,402	37,368
	Exxon Mobile Corp	1510 Shares	124,577	152,812
	F E I Company	43 Shares	2,790	3,842
	Family Dollar Stores	302 Shares	18,332	19,621
	Fedex Corp	195 Shares	18,405	28,035
	Fidelity Natl Info Svcs Inc	358 Shares	15,757	19,217
	Flotek Inds Inc	93 Shares	1,529	1,867
	Forum Energy Technologs Inc	78 Shares	2,157	2,204
	Franklin Resources Inc	1047 Shares	19,778	60,443
	Freeport-McMoran Copper & Gold	458 Shares	23,059	17,285
	GATX Corporation	59 Shares	2,813	3,078
	GDF Suez	253 Shares	5,216	5,960
	General Dynamics Corp	26 Shares	2,043	2,484
	General Electric	927 Shares	22,650	25,984
	General Mills	975 Shares	39,426	48,662
	General Motors Co	725 Shares	29,938	29,631
	Glacier Bancorp Inc	106 Shares	1,762	3,158
	Global Pmnts Inc	35 Shares	1,729	2,275
	Glory Ltd	359 Shares	8,093	9,308
	Goldman Sachs Group Inc	362 Shares	49,799	64,168
	Google Incl Cl A	68 Shares	44,067	76,208
	Grand Canyon Education Inc	100 Shares	2,669	4,360
	Group 1 Automotive	45 Shares	3,035	3,196
	Gulfport Energy	30 Shares	1,347	1,894
	Hanger Inc	73 Shares	2,078	2,872
	HDFC Bank Ltd	185 Shares	6,796	6,371
	Health Care Svcs Group	79 Shares	1,906	2,241
	Heartland Express Inc	136 Shares	1,889	2,668
	Hibbett Sports Inc	49 Shares	2,714	3,290
	Hittite Microwave Corp	35 Shares	2,188	2,161
	HMS Hldgs Corp	55 Shares	1,482	1,249
	Home Depot Inc	343 Shares	26,939	28,243
	Honda Motors Ltd	420 Shares	14,812	17,303

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(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
CORPORATE COMMON STOCK (CONTINUED)				
	Honeywell Intl Inc	565 Shares	$ 35,057	$ 51,624
	HSBC Hldg Plc	368 Shares	18,088	20,288
	HSBC Hldg Plc	1880 Shares	18,765	20,625
	Hutchinson Whampoa	694 Shares	6,354	9,434
	Iberiabank Corp	44 Shares	2,346	2,765
	ICU Medical Inc	34 Shares	2,153	2,166
	Iluka Resources Ltd	1272 Shares	17,508	9,821
	ING Groep	1232 Shares	10,901	17,146
	Integrys Energy Group Inc	47 Shares	2,738	2,557
	Intel Corp	631 Shares	13,065	16,378
	IntercontinentalExchange Group Inc	20 Shares	3,580	4,498
	International Business Machines	511 Shares	88,913	95,848
	International GameTtechnology	111 Shares	1,856	2,016
	Intuit Inc	274 Shares	18,891	20,912
	Intuitive Surgical Inc	29 Shares	9,773	11,138
	IPC The Hospitalist Co	38 Shares	1,693	2,257
	Japan Tobacco Inc	571 Shares	13,271	18,580
	Johnson & Johnson	1538 Shares	105,842	140,865
	Johnson Controls Inc	599 Shares	22,104	30,729
	Joy Global Inc	51 Shares	2,532	2,983
	JP Morgan Chase & Co	2604 Shares	111,546	152,282
	KDDI Corp	1036 Shares	8,879	15,996
	Keycorp	230 Shares	2,521	3,087
	Kiner Morgan Inc	912 Shares	33,642	32,832
	Kraft Foods Grp Inc	432 Shares	21,222	23,289
	Li and Fung Ltd	8233 Shares	13,389	10,617
	Life Time Fitness Inc	32 Shares	1,425	1,504
	Linde	92 Shares	13,923	19,333
	Lockheed Martin Corp	570 Shares	49,207	84,736
	Lorillard Inc	1175 Shares	50,867	59,549
	LVMH	52 Shares	8,277	9,501
	Marketaxess Holdings Inc	62 Shares	2,412	4,150
	Masco Corp	140 Shares	2,757	3,188
	Matador Res Co	81 Shares	1,698	1,510
	McDonalds Corp	524 Shares	42,807	50,844
	Medidata Solutions Inc	48 Shares	1,222	2,904

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(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
CORPORATE COMMON STOCK (CONTINUED)				
	Mednax Inc	42 Shares	$ 1,890	$ 2,242
	Merk & Co Inc	297 Shares	9,828	14,865
	Metlife Inc	1074 Shares	43,938	57,910
	Michael Kors Hldgs Ltd	177 Shares	10,852	14,371
	Microsoft Corp	950 Shares	27,913	35,540
	Mid America Apt Cmntys	36 Shares	2,417	2,187
	Middleby Corp	20 Shares	3,035	4,794
	Mitsubishi Corp	284 Shares	6,810	5,450
	Mobile Mini Inc	53 Shares	1,885	2,183
	Mondelez International Inc	311 Shares	6,379	10,978
	Monro Muffler Branke Inc	21 Shares	792	1,184
	Monsanto Co	281 Shares	21,489	32,751
	Murphy Oil Corp	31 Shares	1,642	2,011
	Nabors Industries Inc.	174 Shares	2,739	2,956
	Nasdaq OMX Grp Inc	560 Shares	21,328	22,288
	National Health Invs Inc	36 Shares	2,273	2,020
	Nestle	1296 Shares	79,294	95,373
	Nestle	291 Shares	17,962	21,367
	Newfield Expl Co	82 Shares	2,072	2,020
	News Corp Cl A	147 Shares	1,182	2,649
	NIC Inc	87 Shares	1,409	2,164
	Nielsen Holdings	188 Shares	7,559	8,627
	Noble Energy Inc	240 Shares	17,624	16,346
	Nordson Corp	18 Shares	1,262	1,337
	Northwestern Corp	60 Shares	2,427	2,599
	Novartis Adr	342 Shares	24,991	27,443
	Novo Nordisk	146 Shares	17,717	26,975
	Occidental Pete Corp	694 Shares	67,512	65,999
	Oil Search Ltd	526 Shares	4,148	3,816
	Oracle Corp	2081 Shares	66,762	79,619
	O'Reilly Automotive Inc	124 Shares	11,766	15,960
	Pebblebrook Hotel Tr	73 Shares	1,844	2,245
	Pepsico Inc	472 Shares	34,269	39,148
	Pernod Ricard	44 Shares	5,435	5,021
	Petrleo Bras	426 Shares	5,710	5,870
	Pfizer Inc	3270 Shares	71,775	100,160

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(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
CORPORATE COMMON STOCK (CONTINUED)				
	Phillip Morris Intl Inc	1866 Shares	$ 131,885	$ 162,585
	Phillips 67	107 Shares	3,266	8,253
	Pier 1 Imports Inc	85 Shares	2,003	1,962
	Portfolio Recovery Assoc Inc	68 Shares	2,759	3,593
	Power Integrations Inc	37 Shares	1,654	2,065
	PPG Industries Inc	212 Shares	33,869	40,208
	Praxair Inc	177 Shares	18,434	23,015
	Precision Castparts	153 Shares	23,594	41,203
	Proassurance Corp	47 Shares	2,194	2,279
	Proctor & Gamble Co	766 Shares	49,114	62,360
	Progressive Corp	93 Shares	2,338	2,536
	Pros Hldgs Inc	56 Shares	1,313	2,234
	Proto Labs Inc	26 Shares	1,200	1,851
	Prudential Financial Inc	382 Shares	22,273	35,228
	Publics Groupe	134 Shares	6,291	12,281
	Qualcomm Com	265 Shares	14,791	19,676
	Range Resources Corp	360 Shares	20,604	30,352
	Raymond James Finl Inc	68 Shares	2,609	3,549
	RBC Bearings Inc	42 Shares	2,113	2,972
	Reinsurance Group America	36 Shares	2,237	2,787
	Renaissancere Hldgs Ltd	26 Shares	2,417	2,531
	Republic Services Inc	107 Shares	3,621	3,552
	Rio Tinto Plc	481 Shares	21,907	27,162
	Ritchie Bros Auctioneers	108 Shares	2,232	2,476
	Roche Hldg Ltd	412 Shares	14,799	28,922
	Roche Hldg Ltd	102 Shares	17,704	28,581
	Rofin Sinar Tech Inc	61 Shares	1,581	1,648
	Royal Bank of Scotland	3706 Shares	14,943	26,007
	Royal Dutch Shell Plc	510 Shares	36,231	36,348
	Royal Dutch Shell Plc	747 Shares	23,914	26,761
	Ryland Group Inc	54 Shares	2,136	2,344
	Sabmiller Plc	145 Shares	5,903	7,436
	Santen Pahmaceutical	331 Shares	13,352	15,447
	Schneider Electric	212 Shares	12,790	18,521
	Sciquest Inc	50 Shares	886	1,424
	Sealed Air Corp	118 Shares	2,819	4,018

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(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
CORPORATE COMMON STOCK (CONTINUED)				
	Sherwin Williams	149 Shares	$ 24,058	$ 27,342
	Siemens	183 Shares	16,920	25,090
	Signature Bank	22 Shares	1,669	2,363
	Silgan Hldgs Inc	55 Shares	2,436	2,641
	Snap On Inc	43 Shares	3,835	4,709
	Solera Hldgs Inc	38 Shares	2,122	2,689
	Sonova Holding	46 Shares	3,880	6,207
	Sony Finl Hldgs Inc	372 Shares	5,876	6,774
	St Jude Medical Inc	343 Shares	14,499	21,249
	Standard Chartered	503 Shares	12,186	11,330
	Starbucks Corp	372 Shares	16,400	29,161
	State Street Corp	441 Shares	28,539	32,365
	Steiner Leisure Ltd	20 Shares	930	984
	Stifel Financial Corp	131 Shares	5,198	6,278
	Sumitomo Mitsui	2693 Shares	16,688	28,250
	SVB Finl Group	23 Shares	1,606	2,412
	Synopsys Inc	62 Shares	2,206	2,515
	Taiwan Manufacturing	772 Shares	11,382	13,464
	Target Corp	905 Shares	49,618	57,259
	Telecom Italia	3887 Shares	4,568	3,862
	Texas Instruments	561 Shares	18,656	24,634
	Texas Roadhouse Inc Cl A	92 Shares	1,723	2,558
	The Scotts Miracle Gro	37 Shares	1,781	2,302
	Thermo Fisher Scientific Inc	451 Shares	30,063	50,219
	Time Warner Cable Inc	73 Shares	4,724	9,892
	TJX Cos Inc	96 Shares	4,813	6,118
	Tokyo Gas Co Ltd	2533 Shares	11,906	12,484
	Toro Co	42 Shares	1,892	2,671
	Total	567 Shares	32,843	34,740
	Travelers Cos Inc	579 Shares	39,590	52,423
	Tupperware Brands Corp	27 Shares	2,088	2,552
	Twenty-First Century Fox Inc. Cl A	1049 Shares	23,112	36,893
	Tyco Intl Ltd	868 Shares	25,316	35,623
	Tyler Techs Inc	39 Shares	2,265	3,983
	UBS	786 Shares	12,441	14,954
	Umpqua Hldgs Corp	46 Shares	602	880

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN ' 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

	(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
CORPORATE COMMON STOCK (CONTINUED)					
		Unilever	486 Shares	$ 18,553	$ 19,552
		Union Pacific Corp	223 Shares	25,411	37,464
		United Parcel Service Cl B	393 Shares	31,776	41,296
		United Techs Corp	717 Shares	59,909	81,595
		Universal Forest Prods	34 Shares	1,367	1,773
		URS Corp	41 Shares	1,690	2,173
		US Ecology Inc	38 Shares	941	1,410
		Valspar Corp	59 Shares	3,823	4,206
		Verizon Communications	1814 Shares	83,311	89,140
		Viewpoint Finl Group	75 Shares	1,606	2,059
		Vodafone Group Plc	3871 Shares	10,461	15,195
		Vodafone Group Plc	540 Shares	15,069	21,227
		Walgreen Co	334 Shares	13,263	19,185
		Wal-Mart Stores Inc	685 Shares	43,155	52,801
		Want Want China Hldgs	6953 Shares	6,239	10,043
		WD 40 Company	23 Shares	1,236	1,718
		Wells Fargo & Co	2507 Shares	98,343	113,818
		West Pharmaceutial Svcs Inc	72 Shares	2,207	3,532
		Westpac Banking Corp	580 Shares	11,669	16,802
		Whiting Petroleum Corp	42 Shares	1,883	2,599
		Whole Foods Mkt Inc	296 Shares	12,967	17,118
		Xilinx Inc	212 Shares	7,477	9,735
			Total common stock	$ 4,791,125	$ 6,235,233
OTHER INVESTMENTS					
		Arden Sage Access Ltd Cl CC	Class CC	$ 24,879	$ 26,875
		Arden Sage Access Ltd Cl SP	Class SP	17,413	16,655
	**	ML Winton Futures Access LLC	Class C LP	159,999	180,754
		Ozofii Access Ltd	Class C H	300,000	348,245
		Paulson Advantage Access II	Class C	319,999	222,366
		Skybridge Multi-Advisor Hedge	Class C	324,762	342,556
			Total other investments	$ 1,147,052	$ 1,137,452

LACK'S VALLEY STORES, LTD.
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EIN ' 74-2730084
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DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
GOVERNMENT SECURITIES				
	FHLMC	.75% 01/12/18	$ 42,841	$ 41,851
	FHLMC	G1 3369 5%2023	29,521	29,540
	FHLMC	J1 2243 4%2025	18,417	18,463
	FHLMC	J1 4965 3.5%2026	41,103	40,557
	FHLMC	J1 6933 3%2026	7,741	7,528
	FNMA	4.375% 10/15/15	57,860	57,807
	FNMA	6.625% 11/15/30	22,677	22,113
	FNMA	P310112 4.5%2019	63,168	62,352
	FNMA	PAL2461 3%2027	18,904	18,366
	FNMA	PAL3303 5%2025	14,100	13,900
	USTB	3.0% 05/15/42	29,599	24,319
	USTB	3.125% 11/15/41	15,065	12,956
	USTB	5.375% 02/15/31	14,216	13,480
	USTN	.25% 12/15/14	76,080	76,062
	USTN	.5% 07/31/17	81,247	80,276
	USTN	.625% 11/30/17	5,001	4,875
	USTN	.875% 10/26/17	53,187	52,098
	USTN	1.0% 08/31/16	241,700	240,232
	USTN	1.25% 08/31/15	115,856	115,813
	USTN	1.625% 11/15/22	7,966	7,221
	USTN	2.75% 11/15/23	13,849	13,696
		Total government securities	$ 970,097	$ 953,508
CORPORATE PREFERRED DEBT				
	Agilent Techs Inc	6.5% 11/01/17	$ 10,404	$ 10,425
	Alcoa Inc	5.9% 02/01/27	5,177	4,899
	Altria Group Inc.	2.85% 08/09/22	3,682	3,683
	American Express	.68% 03/15/18	20,066	20,036
	American Intl Group	3.375% 08/15/20	9,174	9,052
	Andarko Pete Corp	5.95% 09/15/16	11,206	11,141
	Anheuser-Busch	4.375% 02/15/21	10,290	9,623
	Apple Inc	2.4% 05/03/23	9,880	8,992
	Arcelormittal Gbl	4.25% 08/05/15	9,267	9,315

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN ' 74-2730084
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ATTACHMENT TO FORM 5500
DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE PREFERRED DEBT (CONTINUED)				
	AT&T Inc.	6.15% 09/15/34	$ 8,528	$ 7,608
	Bear Stearns Co Inc	5.55% 01/22/17	8,857	8,916
	Bell South	5.2% 09/15/14	3,348	3,316
	BP Capital	4.5% 10/01/20	6,881	6,483
	Bunge Ltd Finance	4.1% 03/15/16	5,278	5,280
	Burlington North SantaFe	4.7% 10/01/19	9,248	8,776
	Capital One Finl Co	6.15% 09/01/16	5,596	5,592
	CCO Hldgs LLC	6.625% 01/31/22	4,318	4,120
	Chase Issuance	Var% 05/15/17	999	999
	Chase Issuance	Var% 08/15/17	18,985	18,977
	Citigroup	5.375% 08/09/20	4,550	4,551
	DirecTV	2.4% 03/15/17	10,080	10,181
	DirecTV	5.0% 03/01/21	9,601	9,455
	Discover Card	.81% 08/15/17	21,063	21,074
	Dollar General Corp	4.125% 07/15/17	10,702	10,617
	Dominion Resources Inc	5.2% 08/15/19	7,066	6,722
	Energy Transfer Ptnrs	6.7% 07/01/18	4,784	4,644
	Express Scripts Inc.	3.125% 05/15/16	9,420	9,393
	Ford Credit	.55% 07/15/17	8,987	9,001
	GE Cap Corp	6.875% 01/10/39	9,363	8,999
	Gen Elec	2.15% 01/09/15	10,132	10,183
	Georgia Pacific Corp	7.75% 11/15/29	4,169	3,799
	Goldman Sachs	6.15% 04/01/18	9,259	9,173
	Hewlett-Packard Co	2.6% 09/15/17	4,015	4,064
	Honda Auto Rece	.53% 02/16/17	2,002	1,999
	Intl Paper Co	7.95% 06/15/18	3,759	3,644
	JP Morgan	3.45% 03/01/16	11,557	11,537
	Kraft Foods	4.125% 02/09/16	9,607	9,541
	McDonald's Corp	5.0% 02/01/19	3,511	3,381
	Morgan Stanley	2.125% 04/25/18	12,026	11,896
	Nabors Industries Inc.	6.15% 02/15/18	9,006	8,990
	NBC Universal Co	2.875% 04/01/16	10,467	10,410
	Newmont Mining Corp	5.125% 10/01/19	6,832	6,223
	News America Inc	6.4% 12/15/35	5,083	4,547
	Nisource Finance Corp	6.125% 03/01/22	4,795	4,435
	Owens Corning Inc	7.0% 12/01/36	4,655	4,309

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN ' 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE PREFERRED DEBT (CONTINUED)				
	Phillip Morris Intl Inc	1.875% 0/15/19	8,967	8,795
	Prudential Finl Inc	4.75% 09/17/15	4,258	4,263
	Santander Drive	.83% 12/15/16	10,018	10,002
	Shell Intl Fin	6.375% 12/15/38	5,695	4,968
	Simon Property Grp Inc	6.125% 05/30/18	4,789	4,631
	Sprint Cap Corp	6.875% 11/15/28	5,121	4,713
	Statoil ASA	1.15% 05/15/18	7,000	6,762
	Talisman Energy	5.85% 02/01/37	7,890	6,764
	Time Warner Cable	5.85% 05/01/17	9,118	8,726
	Time Warner Inc.	6.625% 05/15/29	3,771	3,443
	UnitedHealth group	5.375% 03/15/16	6,534	6,568
	US Steel Corp	7.375% 04/01/20	4,158	4,310
	Verizon Comms	2.5% 09/15/16	9,269	9,306
	Vodafone Group	1.625% 03/20/17	5,052	4,998
	Wal-Mart	5.25% 09/01/35	8,447	7,604
	Wells Fargo	4.6% 04/01/21	10,222	9,866
	Western Union Co	2.875% 12/10/17	9,208	9,137
	Whirlpool Corp	8.6% 05/01/14	5,130	5,131
		Total corporate preferred debt	$ 492,323	$ 479,986
MUTUAL FUNDS				
	Loomis Sayles	Loomis Sayles Hi Income Opps Cl Instl	$ 45,469	$ 45,849
	Loomis Sayles	Loomis Sayles Securitize Assets Cl Instl	379,150	361,254
	Lord Abbott	Lord Abbott Floating Rate Cl A *	550,000	547,694
		Total mutual funds	$ 974,619	$ 954,797
CASH AND CASH EOUIVALENTS				
	Cash on hand		$ 409,724	$ 409,724
		Total Investments	$ 8,784,940	$ 10,170,700

* Represents 5% or more of ending net assets

** Represents a party-in-interest

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Form 5500, Schedule H, Line 4j, Schedule of Reportable Transactions
LACK'S VALLEY STORES, LTD.
LACK'S VALLEY STORES, LTD. 401(k) PROFIT SHARING PLAN
Plan Year End: 12/31/2013 EIN: 74-2730084 Plan Number: 001

Schedule H, Line 4j - Schdeule of Reportable Transactions

(a) & (b) Identity/Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Value on Trans Date	(i) Net Gain or Loss
Lord Abbett Floating Rate Cl A	9.54		550,000.00		

Form 5500, Schedule H, Line 4i, Supporting Financial Schedules
LACK'S VALLEY STORES, LTD.
LACK'S VALLEY STORES, LTD. 401(k) PROFIT SHARING PLAN
Plan Year End: 12/31/2013 EIN: 74-2730084 Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) (b) & Identity and Description		(c) Cost	(d) Proceeds
Corporate Bond	Altria Group Inc 9.25% 08/06/19	4,095.40	(116.20)
Corporate Bond	Apache Corp 2.62% 01/15/23	15,946.24	(203.24)
Corporate Bond	Bear Stearns Cos 5.7% 11/15/14	10,557.49	(21.19)
Corporate Bond	Cox Commun Inc 4.62% 06/01/13	10,000.00	0.00
Corporate Bond	Embarq Corp 7.99% 06/01/36	4,410.74	(385.74)
Corporate Bond	Ford Motor Credit 7.0% 2013	9,000.00	0.00
Corporate Bond	Hewlett-Packard 2.6% 09/15/17	12,028.32	103.14
Corporate Bond	Johnson Controls 1.75% 03/01/14	10,053.48	(3.68)
Corporate Bond	Kraft Foods Inc 5.25% 10/01/13	9,000.00	0.00
Corporate Bond	Morgan Stanley 1.75% 02/15/16	10,096.08	(23.78)
Corporate Bond	Novartis Cap Corp 2.9% 04/24/15	23,193.54	(17.14)
Corporate Bond	USD Royal Bk Canada	15,225.48	(6.63)
Corporate Bond	US West Telecom 6.87% 09/15/33	5,049.23	(249.23)
Corporate Bond	Time Warner Cable 3.5% 02/01/15	13,627.84	(10.28)
Corporate Bond	Time Warner Cable 7.5% 04/01/14	9,319.71	(30.81)
Corporate Bond	Western Union 6.5% 02/26/14	1,025.34	(2.34)
Government Security	Fed Natl Mtg Assoc .5% 03/30/16	22,992.18	67.16
Government Security	Fed Natl Mtg Assoc 1.75% 05/07/13	47,033.84	(33.84)
Government Security	Fed Natl Mtg Assoc PAB5511 3.5%2042	59,452.65	650.90
Government Security	Fed Natl Mtg Assoc PAJ1415 4.5%2041	30,165.49	(144.38)
Government Security	Fed Natl Mtg Assoc PAL2461 3%2027	10,046.61	(76.10)
Government Security	Fed Natl Mtg Assoc T04504G 4.5%	17,237.50	(37.50)
Government Security	Fed Home Ln Mtg Corp .875% 03/07/18	30,863.82	161.77
Government Security	Fed Home Ln Mtg Corp J1 6933 3%2026	17,383.98	9.52
Government Security	US Trsy .25% 03/31/14	50,050.95	(7.98)
Government Security	US Trsy .25% 08/15/15	45,910.15	46.73
Government Security	Us Trsy .375% 03/15/16	27,022.97	6.39
Government Security	Us Trsy .375% 04/15/15	44,102.69	7.32
Government Security	US Trsy .5% 11/15/13	27,063.11	(61.00)
Government Security	US Trsy .5% 07/31/17	32,904.61	(850.78)
Government Security	US Trsy 1.625% 11/15/22	10,947.15	(743.79)
Common Stock	ADT Corp	10,143.25	(647.09)
Common Stock	Aecom Tech Corp	1,976.23	59.65
Common Stock	Agco Corp	338.34	(32.46)
Common Stock	Agrium Inc	25,362.83	(5,111.97)
Common Stock	Alexander & Baldwin Inc	566.49	32.36
Common Stock	Alliant Techsystems Inc	1,779.57	169.84
Common Stock	Allied World Assurance	1,441.63	12.42
Common Stock	Allscripts Healthcare	223.68	(17.16)
Common Stock	Alon USA Energy Inc	765.81	24.75
Common Stock	Altisource Residential	391.11	(0.10)
Common Stock	Amdocs Ltd	1,074.56	13.67
Common Stock	American Finl Grp Hldgs	639.15	(8.64)
Common Stock	American Intl group	592.41	52.32
Common Stock	AT&T Inc	14,177.30	(106.81)
Common Stock	Atmos Energy Corp	85.76	(4.94)
Common Stock	Automatic Data Proc	19,648.00	4,139.67
Common Stock	AutoNation Inc	326.20	(24.72)
Common Stock	Axiall Corp	271.35	55.18

Form 5500, Schedule H, Line 4i, Supporting Financial Schedules
LACK'S VALLEY STORES, LTD.
LACK'S VALLEY STORES, LTD. 401(k) PROFIT SHARING PLAN
Plan Year End: 12/31/2013 EIN: 74-2730084 Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) (b) & Identity and Description		(c) Cost	(d) Proceeds
Common Stock	Banco Santander	1,283.32	92.54
Common Stock	Barclays Plc	0.00	1,156.95
Common Stock	Blackrock Inc	851.07	(47.61)
Common Stock	BP Plc	1,380.31	(26.86)
Common Stock	Brunswick Corp	251.10	32.73
Common Stock	Cameron Intl Corp	5,471.41	55.66
Common Stock	Cantel Medical Corp	454.11	4.17
Common Stock	Chipotle Mexican Grill	18,438.81	3,696.23
Common Stock	Clearbridge Energy	681.63	0.28
Common Stock	Cohu Inc	389.83	23.07
Common Stock	Constellation Brands Inc	864.72	(136.41)
Common Stock	Costar Group Inc	575.75	463.26
Common Stock	Cubist Pharmaceuticals	610.72	285.30
Common Stock	Eaton Corp Plc	10,844.66	1,805.83
Common Stock	EBay Inc	14,376.49	247.80
Common Stock	Encore Wire Corp	199.79	(0.31)
Common Stock	Equinox Inc	18,593.51	(3,099.58)
Common Stock	Ethan Allen Interiors	881.59	40.13
Common Stock	Excel Tr Inc	287.71	(2.67)
Common Stock	Facebook Inc	93.43	120.39
Common Stock	Finisar Corporation	546.28	40.22
Common Stock	General Electric	636.07	11.45
Common Stock	Gilead Sciences Inc	104.47	(1.49)
Common Stock	Goldman Sachs Group Inc	18,085.96	519.04
Common Stock	Gulfport Energy	2,541.18	1,040.30
Common Stock	Harmonic Inc	338.29	37.38
Common Stock	Harris Teeter	1,928.35	483.99
Common Stock	HMS Hldgs Corp	491.62	(70.47)
Common Stock	Hologic Inc	146.06	(2.34)
Common Stock	Hilltop Hldgs Inc	337.93	(6.62)
Common Stock	IAC Interactive Corp	203.98	39.57
Common Stock	ICU Medical Inc	306.62	3.08
Common Stock	II-IV Inc	1,127.31	119.46
Common Stock	Illumina Inc	477.94	163.62
Common Stock	Istar Financial Inc	226.82	3.57
Common Stock	Jarden Corp	1,087.03	191.47
Common Stock	Kuehne & Nagel Intl	449.28	65.51
Common Stock	Landauer Inc	1,037.19	(84.19)
Common Stock	Lululemon Athletica Inc	16,545.58	1,302.44
Common Stock	Medidata Solutions Inc	94.60	52.53
Common Stock	Meritor Inc	282.43	5.16
Common Stock	Michael Kors Hldgs Ltd	2,876.90	686.90
Common Stock	Middleby Corp	444.99	36.27
Common Stock	Miraca Holdings Inc	1,009.74	(5.35)
Common Stock	Moody's Corp	12,475.25	3,006.47
Common Stock	Nordson Corp	1,861.75	105.24
Common Stock	Nucor Corporation	12,923.23	(723.78)
Common Stock	Ocwen Finl Corp	386.67	64.07
Common Stock	Oil Search Ltd	2,996.31	(255.71)

Form 5500, Schedule H, Line 4i, Supporting Financial Schedules
LACK'S VALLEY STORES, LTD.
LACK'S VALLEY STORES, LTD. 401(k) PROFIT SHARING PLAN
Plan Year End: 12/31/2013 EIN: 74-2730084 Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

(a) (b) & Identity and Description		(c) Cost	(d) Proceeds
Common Stock	Osram Licht	1,658.91	541.06
Common Stock	Qualcomm Inc	492.70	(1.26)
Common Stock	PNC Finl Svcs Group	4,769.55	213.37
Common Stock	PPG Industries Inc	15,064.35	4,859.32
Common Stock	Pros Hldgs Inc	156.32	86.63
Common Stock	Rio Tinto Plc	2,129.28	(62.98)
Common Stock	Ritchie Bros Auctioneers	148.66	(13.01)
Common Stock	Ryland Group Inc	160.80	1.84
Common Stock	Sandisk Corp Inc	471.92	(0.69)
Common Stock	Schnitzer Steel Inds	503.06	(82.68)
Common Stock	Signature Bank	1,720.77	508.24
Common Stock	Sourcefire Inc	874.02	332.17
Common Stock	Spirit Airlines Inc	106.74	37.30
Common Stock	Stanley Black & Decker	4,940.64	122.42
Common Stock	Starz - Liberty Capital	545.30	20.75
Common Stock	State Street Corp	8,009.13	1,509.05
Common Stock	Steiner Leisure Ltd	226.93	47.44
Common Stock	Sun Hydraulics Inc	137.60	(2.58)
Common Stock	Suncoke Energy Inc	548.24	15.11
Common Stock	SVB Finl Group	472.30	130.91
Common Stock	Tesco Corp	476.62	50.75
Common Stock	Texas Roadhouse Inc Cl A	247.99	87.94
Common Stock	Tortoise Energy	996.61	(25.21)
Common Stock	Trinity Indus Inc	682.57	(51.75)
Common Stock	Tyler Techs Inc	443.57	339.25
Common Stock	United Therapeutics Corp	1,089.96	139.03
Common Stock	Umpqua Hldgs Corp	524.10	147.38
Common Stock	US Ecology Inc	214.91	120.13
Common Stock	Vertex Pharmaceuticals Inc	1,772.32	(464.55)
Common Stock	Viacom Inc Cl B	7,448.23	1,795.57
Common Stock	Walter Inv Mgmt Corp	257.94	10.12
Common Stock	WD 40 Company	160.78	59.91
Common Stock	Whitewave Foods Co	1,247.44	173.78
Common Stock	Winnebago Industries	706.78	(15.69)
			18,801.03

LACK'S VALLEY STORES, LTD.
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EIN ' 74-2730084
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DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE COMMON STOCK				
	3M Company	281 Shares	$ 26,720	$ 39,410
	Aarons Inc	61 Shares	1,720	1,793
	Abbott Labs	2321 Shares	76,231	88,964
	Abbvie Inc	485 Shares	14,460	25,613
	Accenture Plc	695 Shares	40,742	57,143
	Ace Limited	474 Shares	39,365	49,073
	Activision Blizzard Inc	150 Shares	2,089	2,675
	Agilent Techs Inc	43 Shares	1,850	2,459
	AIA Group Ltd	2560 Shares	9,993	12,843
	Air Methods Corp	49 Shares	1,375	2,855
	Air Products & Chemicals	143 Shares	13,010	15,985
	Akamai Technologies Inc	68 Shares	2,899	3,208
	Akzo Nobel	265 Shares	13,353	20,573
	Allegheny Tech Inc	65 Shares	1,732	2,316
	Alliance Data Sys Corp	181 Shares	30,892	47,590
	Altria Group Inc	755 Shares	19,639	28,984
	Amazon Com Inc	60 Shares	13,362	23,927
	American Campus Cmntys Inc	45 Shares	2,058	1,449
	American Express Company	212 Shares	10,690	19,235
	American Tower Reit Inc	64 Shares	4,739	5,108
	Amerisafe Inc Cl A	27 Shares	1,058	1,140
	AmerisourceBergen Corp	44 Shares	2,434	3,094
	Anheuser-Busch	297 Shares	25,612	31,619
	Ansys Inc	34 Shares	2,503	2,965
	AON Plc	275 Shares	17,635	23,070
	Apple Inc	279 Shares	66,445	156,525
	Arcos Dorados Hldg Inc	894 Shares	11,378	10,835
	ASML Hldg	356 Shares	24,075	33,357
	Atlas Copco Cl A	415 Shares	10,984	11,521
	Autodesk Inc	57 Shares	1,974	2,868
	Automatic Data Processing	196 Shares	10,050	15,837
	Barclays	3293 Shares	12,160	14,832
	Bard C R Inc	17 Shares	1,847	2,277
	Bayer	163 Shares	9,498	22,932

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SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE COMMON STOCK (CONTINUED)				
	BG Group	759 Shares	$ 13,857	$ 16,311
	Bio Rad Labs Cl A	14 Shares	1,565	1,731
	Biogen Idec ink	70 Shares	8,494	19,570
	Biomarin Pharmaceuticals	263 Shares	18,398	18,502
	BJs Restaurants Inc	38 Shares	1,302	1,180
	Blackbaud Inc	63 Shares	1,689	2,372
	Blakcrock Inc	80 Shares	15,483	25,318
	BNP Paribas	212 Shares	12,158	16,549
	Boeing Company	230 Shares	16,626	31,393
	Borg Warner Inc	72 Shares	3,100	4,026
	Boston Pptys Inc	21 Shares	2,239	2,108
	Bristol-Myers Squibb Co	645 Shares	22,267	34,282
	Cabot Corp	36 Shares	1,559	1,850
	Canadian Pacific Railway	115 Shares	13,800	17,402
	Canon Inc	399 Shares	15,679	12,641
	Cantel Medical Corp	37 Shares	1,318	1,255
	Cardtronics Inc	58 Shares	1,524	2,520
	Caterpillar Inc	184 Shares	16,710	16,709
	Cavium Inc	40 Shares	1,409	1,380
	CBRE Group Inc Cl A	138 Shares	3,199	3,629
	Celgene Corp	96 Shares	14,561	16,221
	Cenovus Energy Inc	175 Shares	5,823	5,014
	Cepheid Inc	52 Shares	2,056	2,427
	Check Point Software Tech	300 Shares	17,438	19,350
	Chevron Corp	733 Shares	60,109	91,559
	China Unicom Hong Kong	534 Shares	8,615	8,042
	CIT Group Inc	457 Shares	22,824	23,823
	Clarcor Inc	48 Shares	2,466	3,089
	Cleco Corp	68 Shares	2,963	3,170
	Coach Inc	35 Shares	1,977	1,965
	Coca Cola	2172 Shares	71,243	89,725
	Coca Cola Enterprises	519 Shares	16,794	22,903
	Cognex Corp	104 Shares	2,276	3,971
	Cohen & Steers Inc	59 Shares	2,014	2,364

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CORPORATE COMMON STOCK (CONTINUED)				
	Cohu Inc	31 Shares	$ 331	$ 326
	Comcast Corp	1730 Shares	58,227	87,829
	Comerica Inc	411 Shares	19,104	19,539
	Compass Minerals Intl Inc	21 Shares	1,591	1,681
	ConocoPhillips	544 Shares	32,173	38,434
	Corporate Exec Board Co	42 Shares	2,473	3,252
	Costar Group Inc	10 Shares	993	1,846
	Covance Inc	35 Shares	2,696	3,082
	Covidien Plc	471 Shares	29,591	32,075
	Crown Castle Intl Corp	312 Shares	18,623	22,910
	CSX Corp	130 Shares	3,049	3,740
	Cubist Pharmaceuticals	33 Shares	1,530	2,273
	Cummins Inc	31 Shares	3,358	4,370
	CVS Caremark Corp	1321 Shares	68,949	94,544
	D R Horton Inc	210 Shares	4,496	4,687
	Danaher Corp	805 Shares	44,770	62,146
	Danone	179 Shares	12,150	12,905
	Darden Restaurants Inc	46 Shares	2,265	2,501
	Dassault Systems	77 Shares	7,296	9,574
	DBS Group Hldgs	158 Shares	7,516	8,575
	Delphi Automotive Plc	422 Shares	17,151	25,375
	Diageo Plc	307 Shares	29,425	40,653
	Discovery Communication Inc Ser A	220 Shares	11,952	19,892
	Disney Walt Co	685 Shares	32,885	52,334
	Dominion Res Inc	484 Shares	28,983	31,310
	Dril Quip	27 Shares	2,272	2,968
	Eastman Chemical Co	53 Shares	3,803	4,277
	Eaton Corp	351 Shares	20,970	26,718
	Eaton Vance Corp	81 Shares	3,071	3,466
	EBay Inc	206 Shares	10,848	11,302
	Echostar Corp	54 Shares	2,127	2,685
	Edwards Lifesciences Corp	239 Shares	20,599	15,717
	EOG Resources Inc	49 Shares	6,998	8,224
	Epam Systems Inc	35 Shares	1,237	1,223
	Ericsson LM	864 Shares	9,433	10,560

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CORPORATE COMMON STOCK (CONTINUED)				
	Erste Group Bank	212 Shares	$ 6,238	$ 7,400
	Estee Lauder Cos Inc	293 Shares	15,959	22,069
	Express Scripts Inc	532 Shares	34,402	37,368
	Exxon Mobile Corp	1510 Shares	124,577	152,812
	F E I Company	43 Shares	2,790	3,842
	Family Dollar Stores	302 Shares	18,332	19,621
	Fedex Corp	195 Shares	18,405	28,035
	Fidelity Natl Info Svcs Inc	358 Shares	15,757	19,217
	Flotek Inds Inc	93 Shares	1,529	1,867
	Forum Energy Technologs Inc	78 Shares	2,157	2,204
	Franklin Resources Inc	1047 Shares	19,778	60,443
	Freeport-McMoran Copper & Gold	458 Shares	23,059	17,285
	GATX Corporation	59 Shares	2,813	3,078
	GDF Suez	253 Shares	5,216	5,960
	General Dynamics Corp	26 Shares	2,043	2,484
	General Electric	927 Shares	22,650	25,984
	General Mills	975 Shares	39,426	48,662
	General Motors Co	725 Shares	29,938	29,631
	Glacier Bancorp Inc	106 Shares	1,762	3,158
	Global Pmnts Inc	35 Shares	1,729	2,275
	Glory Ltd	359 Shares	8,093	9,308
	Goldman Sachs Group Inc	362 Shares	49,799	64,168
	Google Incl Cl A	68 Shares	44,067	76,208
	Grand Canyon Education Inc	100 Shares	2,669	4,360
	Group 1 Automotive	45 Shares	3,035	3,196
	Gulfport Energy	30 Shares	1,347	1,894
	Hanger Inc	73 Shares	2,078	2,872
	HDFC Bank Ltd	185 Shares	6,796	6,371
	Health Care Svcs Group	79 Shares	1,906	2,241
	Heartland Express Inc	136 Shares	1,889	2,668
	Hibbett Sports Inc	49 Shares	2,714	3,290
	Hittite Microwave Corp	35 Shares	2,188	2,161
	HMS Hldgs Corp	55 Shares	1,482	1,249
	Home Depot Inc	343 Shares	26,939	28,243
	Honda Motors Ltd	420 Shares	14,812	17,303

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CORPORATE COMMON STOCK (CONTINUED)				
	Honeywell Intl Inc	565 Shares	$ 35,057	$ 51,624
	HSBC Hldg Plc	368 Shares	18,088	20,288
	HSBC Hldg Plc	1880 Shares	18,765	20,625
	Hutchinson Whampoa	694 Shares	6,354	9,434
	Iberiabank Corp	44 Shares	2,346	2,765
	ICU Medical Inc	34 Shares	2,153	2,166
	Iluka Resources Ltd	1272 Shares	17,508	9,821
	ING Groep	1232 Shares	10,901	17,146
	Integrys Energy Group Inc	47 Shares	2,738	2,557
	Intel Corp	631 Shares	13,065	16,378
	IntercontinentalExchange Group Inc	20 Shares	3,580	4,498
	International Business Machines	511 Shares	88,913	95,848
	International GameTtechnology	111 Shares	1,856	2,016
	Intuit Inc	274 Shares	18,891	20,912
	Intuitive Surgical Inc	29 Shares	9,773	11,138
	IPC The Hospitalist Co	38 Shares	1,693	2,257
	Japan Tobacco Inc	571 Shares	13,271	18,580
	Johnson & Johnson	1538 Shares	105,842	140,865
	Johnson Controls Inc	599 Shares	22,104	30,729
	Joy Global Inc	51 Shares	2,532	2,983
	JP Morgan Chase & Co	2604 Shares	111,546	152,282
	KDDI Corp	1036 Shares	8,879	15,996
	Keycorp	230 Shares	2,521	3,087
	Kiner Morgan Inc	912 Shares	33,642	32,832
	Kraft Foods Grp Inc	432 Shares	21,222	23,289
	Li and Fung Ltd	8233 Shares	13,389	10,617
	Life Time Fitness Inc	32 Shares	1,425	1,504
	Linde	92 Shares	13,923	19,333
	Lockheed Martin Corp	570 Shares	49,207	84,736
	Lorillard Inc	1175 Shares	50,867	59,549
	LVMH	52 Shares	8,277	9,501
	Marketaxess Holdings Inc	62 Shares	2,412	4,150
	Masco Corp	140 Shares	2,757	3,188
	Matador Res Co	81 Shares	1,698	1,510
	McDonalds Corp	524 Shares	42,807	50,844
	Medidata Solutions Inc	48 Shares	1,222	2,904

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CORPORATE COMMON STOCK (CONTINUED)				
	Mednax Inc	42 Shares	$ 1,890	$ 2,242
	Merk & Co Inc	297 Shares	9,828	14,865
	Metlife Inc	1074 Shares	43,938	57,910
	Michael Kors Hldgs Ltd	177 Shares	10,852	14,371
	Microsoft Corp	950 Shares	27,913	35,540
	Mid America Apt Cmntys	36 Shares	2,417	2,187
	Middleby Corp	20 Shares	3,035	4,794
	Mitsubishi Corp	284 Shares	6,810	5,450
	Mobile Mini Inc	53 Shares	1,885	2,183
	Mondelez International Inc	311 Shares	6,379	10,978
	Monro Muffler Branke Inc	21 Shares	792	1,184
	Monsanto Co	281 Shares	21,489	32,751
	Murphy Oil Corp	31 Shares	1,642	2,011
	Nabors Industries Inc.	174 Shares	2,739	2,956
	Nasdaq OMX Grp Inc	560 Shares	21,328	22,288
	National Health Invs Inc	36 Shares	2,273	2,020
	Nestle	1296 Shares	79,294	95,373
	Nestle	291 Shares	17,962	21,367
	Newfield Expl Co	82 Shares	2,072	2,020
	News Corp Cl A	147 Shares	1,182	2,649
	NIC Inc	87 Shares	1,409	2,164
	Nielsen Holdings	188 Shares	7,559	8,627
	Noble Energy Inc	240 Shares	17,624	16,346
	Nordson Corp	18 Shares	1,262	1,337
	Northwestern Corp	60 Shares	2,427	2,599
	Novartis Adr	342 Shares	24,991	27,443
	Novo Nordisk	146 Shares	17,717	26,975
	Occidental Pete Corp	694 Shares	67,512	65,999
	Oil Search Ltd	526 Shares	4,148	3,816
	Oracle Corp	2081 Shares	66,762	79,619
	O'Reilly Automotive Inc	124 Shares	11,766	15,960
	Pebblebrook Hotel Tr	73 Shares	1,844	2,245
	Pepsico Inc	472 Shares	34,269	39,148
	Pernod Ricard	44 Shares	5,435	5,021
	Petrleo Bras	426 Shares	5,710	5,870
	Pfizer Inc	3270 Shares	71,775	100,160

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CORPORATE COMMON STOCK (CONTINUED)				
	Phillip Morris Intl Inc	1866 Shares	$ 131,885	$ 162,585
	Phillips 67	107 Shares	3,266	8,253
	Pier 1 Imports Inc	85 Shares	2,003	1,962
	Portfolio Recovery Assoc Inc	68 Shares	2,759	3,593
	Power Integrations Inc	37 Shares	1,654	2,065
	PPG Industries Inc	212 Shares	33,869	40,208
	Praxair Inc	177 Shares	18,434	23,015
	Precision Castparts	153 Shares	23,594	41,203
	Proassurance Corp	47 Shares	2,194	2,279
	Proctor & Gamble Co	766 Shares	49,114	62,360
	Progressive Corp	93 Shares	2,338	2,536
	Pros Hldgs Inc	56 Shares	1,313	2,234
	Proto Labs Inc	26 Shares	1,200	1,851
	Prudential Financial Inc	382 Shares	22,273	35,228
	Publics Groupe	134 Shares	6,291	12,281
	Qualcomm Com	265 Shares	14,791	19,676
	Range Resources Corp	360 Shares	20,604	30,352
	Raymond James Finl Inc	68 Shares	2,609	3,549
	RBC Bearings Inc	42 Shares	2,113	2,972
	Reinsurance Group America	36 Shares	2,237	2,787
	Renaissancere Hldgs Ltd	26 Shares	2,417	2,531
	Republic Services Inc	107 Shares	3,621	3,552
	Rio Tinto Plc	481 Shares	21,907	27,162
	Ritchie Bros Auctioneers	108 Shares	2,232	2,476
	Roche Hldg Ltd	412 Shares	14,799	28,922
	Roche Hldg Ltd	102 Shares	17,704	28,581
	Rofin Sinar Tech Inc	61 Shares	1,581	1,648
	Royal Bank of Scotland	3706 Shares	14,943	26,007
	Royal Dutch Shell Plc	510 Shares	36,231	36,348
	Royal Dutch Shell Plc	747 Shares	23,914	26,761
	Ryland Group Inc	54 Shares	2,136	2,344
	Sabmiller Plc	145 Shares	5,903	7,436
	Santen Pahmaceutical	331 Shares	13,352	15,447
	Schneider Electric	212 Shares	12,790	18,521
	Sciquest Inc	50 Shares	886	1,424
	Sealed Air Corp	118 Shares	2,819	4,018

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CORPORATE COMMON STOCK (CONTINUED)				
	Sherwin Williams	149 Shares	$ 24,058	$ 27,342
	Siemens	183 Shares	16,920	25,090
	Signature Bank	22 Shares	1,669	2,363
	Silgan Hldgs Inc	55 Shares	2,436	2,641
	Snap On Inc	43 Shares	3,835	4,709
	Solera Hldgs Inc	38 Shares	2,122	2,689
	Sonova Holding	46 Shares	3,880	6,207
	Sony Finl Hldgs Inc	372 Shares	5,876	6,774
	St Jude Medical Inc	343 Shares	14,499	21,249
	Standard Chartered	503 Shares	12,186	11,330
	Starbucks Corp	372 Shares	16,400	29,161
	State Street Corp	441 Shares	28,539	32,365
	Steiner Leisure Ltd	20 Shares	930	984
	Stifel Financial Corp	131 Shares	5,198	6,278
	Sumitomo Mitsui	2693 Shares	16,688	28,250
	SVB Finl Group	23 Shares	1,606	2,412
	Synopsys Inc	62 Shares	2,206	2,515
	Taiwan Manufacturing	772 Shares	11,382	13,464
	Target Corp	905 Shares	49,618	57,259
	Telecom Italia	3887 Shares	4,568	3,862
	Texas Instruments	561 Shares	18,656	24,634
	Texas Roadhouse Inc Cl A	92 Shares	1,723	2,558
	The Scotts Miracle Gro	37 Shares	1,781	2,302
	Thermo Fisher Scientific Inc	451 Shares	30,063	50,219
	Time Warner Cable Inc	73 Shares	4,724	9,892
	TJX Cos Inc	96 Shares	4,813	6,118
	Tokyo Gas Co Ltd	2533 Shares	11,906	12,484
	Toro Co	42 Shares	1,892	2,671
	Total	567 Shares	32,843	34,740
	Travelers Cos Inc	579 Shares	39,590	52,423
	Tupperware Brands Corp	27 Shares	2,088	2,552
	Twenty-First Century Fox Inc. Cl A	1049 Shares	23,112	36,893
	Tyco Intl Ltd	868 Shares	25,316	35,623
	Tyler Techs Inc	39 Shares	2,265	3,983
	UBS	786 Shares	12,441	14,954
	Umpqua Hldgs Corp	46 Shares	602	880

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CORPORATE COMMON STOCK (CONTINUED)				
	Unilever	486 Shares	$ 18,553	$ 19,552
	Union Pacific Corp	223 Shares	25,411	37,464
	United Parcel Service Cl B	393 Shares	31,776	41,296
	United Techs Corp	717 Shares	59,909	81,595
	Universal Forest Prods	34 Shares	1,367	1,773
	URS Corp	41 Shares	1,690	2,173
	US Ecology Inc	38 Shares	941	1,410
	Valspar Corp	59 Shares	3,823	4,206
	Verizon Communications	1814 Shares	83,311	89,140
	Viewpoint Finl Group	75 Shares	1,606	2,059
	Vodafone Group Plc	3871 Shares	10,461	15,195
	Vodafone Group Plc	540 Shares	15,069	21,227
	Walgreen Co	334 Shares	13,263	19,185
	Wal-Mart Stores Inc	685 Shares	43,155	52,801
	Want Want China Hldgs	6953 Shares	6,239	10,043
	WD 40 Company	23 Shares	1,236	1,718
	Wells Fargo & Co	2507 Shares	98,343	113,818
	West Pharmaceutial Svcs Inc	72 Shares	2,207	3,532
	Westpac Banking Corp	580 Shares	11,669	16,802
	Whiting Petroleum Corp	42 Shares	1,883	2,599
	Whole Foods Mkt Inc	296 Shares	12,967	17,118
	Xilinx Inc	212 Shares	7,477	9,735
		Total common stock	$ 4,791,125	$ 6,235,233
OTHER INVESTMENTS				
	Arden Sage Access Ltd Cl CC	Class CC	$ 24,879	$ 26,875
	Arden Sage Access Ltd Cl SP	Class SP	17,413	16,655
**	ML Winton Futures Access LLC	Class C LP	159,999	180,754
	Ozofii Access Ltd	Class C H	300,000	348,245
	Paulson Advantage Access II	Class C	319,999	222,366
	Skybridge Multi-Advisor Hedge	Class C	324,762	342,556
		Total other investments	$ 1,147,052	$ 1,137,452

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GOVERNMENT SECURITIES				
	FHLMC	.75% 01/12/18	$ 42,841	$ 41,851
	FHLMC	G1 3369 5%2023	29,521	29,540
	FHLMC	J1 2243 4%2025	18,417	18,463
	FHLMC	J1 4965 3.5%2026	41,103	40,557
	FHLMC	J1 6933 3%2026	7,741	7,528
	FNMA	4.375% 10/15/15	57,860	57,807
	FNMA	6.625% 11/15/30	22,677	22,113
	FNMA	P310112 4.5%2019	63,168	62,352
	FNMA	PAL2461 3%2027	18,904	18,366
	FNMA	PAL3303 5%2025	14,100	13,900
	USTB	3.0% 05/15/42	29,599	24,319
	USTB	3.125% 11/15/41	15,065	12,956
	USTB	5.375% 02/15/31	14,216	13,480
	USTN	.25% 12/15/14	76,080	76,062
	USTN	.5% 07/31/17	81,247	80,276
	USTN	.625% 11/30/17	5,001	4,875
	USTN	.875% 10/26/17	53,187	52,098
	USTN	1.0% 08/31/16	241,700	240,232
	USTN	1.25% 08/31/15	115,856	115,813
	USTN	1.625% 11/15/22	7,966	7,221
	USTN	2.75% 11/15/23	13,849	13,696
		Total government securities	$ 970,097	$ 953,508
CORPORATE PREFERRED DEBT				
	Agilent Techs Inc	6.5% 11/01/17	$ 10,404	$ 10,425
	Alcoa Inc	5.9% 02/01/27	5,177	4,899
	Altria Group Inc.	2.85% 08/09/22	3,682	3,683
	American Express	.68% 03/15/18	20,066	20,036
	American Intl Group	3.375% 08/15/20	9,174	9,052
	Andarko Pete Corp	5.95% 09/15/16	11,206	11,141
	Anheuser-Busch	4.375% 02/15/21	10,290	9,623
	Apple Inc	2.4% 05/03/23	9,880	8,992
	Arcelormittal Gbl	4.25% 08/05/15	9,267	9,315

LACK'S VALLEY STORES, LTD.
401(k) PROFIT SHARING PLAN
EIN ' 74-2730084
PLAN NUMBER: 001
ATTACHMENT TO FORM 5500
DECEMBER 31, 2013

SCHEDULE H - ITEM 4i --
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(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
CORPORATE PREFERRED DEBT (CONTINUED)				
	AT&T Inc.	6.15% 09/15/34	$ 8,528	$ 7,608
	Bear Stearns Co Inc	5.55% 01/22/17	8,857	8,916
	Bell South	5.2% 09/15/14	3,348	3,316
	BP Capital	4.5% 10/01/20	6,881	6,483
	Bunge Ltd Finance	4.1% 03/15/16	5,278	5,280
	Burlington North SantaFe	4.7% 10/01/19	9,248	8,776
	Capital One Finl Co	6.15% 09/01/16	5,596	5,592
	CCO Hldgs LLC	6.625% 01/31/22	4,318	4,120
	Chase Issuance	Var% 05/15/17	999	999
	Chase Issuance	Var% 08/15/17	18,985	18,977
	Citigroup	5.375% 08/09/20	4,550	4,551
	DirecTV	2.4% 03/15/17	10,080	10,181
	DirecTV	5.0% 03/01/21	9,601	9,455
	Discover Card	.81% 08/15/17	21,063	21,074
	Dollar General Corp	4.125% 07/15/17	10,702	10,617
	Dominion Resources Inc	5.2% 08/15/19	7,066	6,722
	Energy Transfer Ptnrs	6.7% 07/01/18	4,784	4,644
	Express Scripts Inc.	3.125% 05/15/16	9,420	9,393
	Ford Credit	.55% 07/15/17	8,987	9,001
	GE Cap Corp	6.875% 01/10/39	9,363	8,999
	Gen Elec	2.15% 01/09/15	10,132	10,183
	Georgia Pacific Corp	7.75% 11/15/29	4,169	3,799
	Goldman Sachs	6.15% 04/01/18	9,259	9,173
	Hewlett-Packard Co	2.6% 09/15/17	4,015	4,064
	Honda Auto Rece	.53% 02/16/17	2,002	1,999
	Intl Paper Co	7.95% 06/15/18	3,759	3,644
	JP Morgan	3.45% 03/01/16	11,557	11,537
	Kraft Foods	4.125% 02/09/16	9,607	9,541
	McDonald's Corp	5.0% 02/01/19	3,511	3,381
	Morgan Stanley	2.125% 04/25/18	12,026	11,896
	Nabors Industries Inc.	6.15% 02/15/18	9,006	8,990
	NBC Universal Co	2.875% 04/01/16	10,467	10,410
	Newmont Mining Corp	5.125% 10/01/19	6,832	6,223
	News America Inc	6.4% 12/15/35	5,083	4,547
	Nisource Finance Corp	6.125% 03/01/22	4,795	4,435
	Owens Corning Inc	7.0% 12/01/36	4,655	4,309

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CORPORATE PREFERRED DEBT (CONTINUED)				
	Phillip Morris Intl Inc	1.875% 0/15/19	8,967	8,795
	Prudential Finl Inc	4.75% 09/17/15	4,258	4,263
	Santander Drive	.83% 12/15/16	10,018	10,002
	Shell Intl Fin	6.375% 12/15/38	5,695	4,968
	Simon Property Grp Inc	6.125% 05/30/18	4,789	4,631
	Sprint Cap Corp	6.875% 11/15/28	5,121	4,713
	Statoil ASA	1.15% 05/15/18	7,000	6,762
	Talisman Energy	5.85% 02/01/37	7,890	6,764
	Time Warner Cable	5.85% 05/01/17	9,118	8,726
	Time Warner Inc.	6.625% 05/15/29	3,771	3,443
	UnitedHealth group	5.375% 03/15/16	6,534	6,568
	US Steel Corp	7.375% 04/01/20	4,158	4,310
	Verizon Comms	2.5% 09/15/16	9,269	9,306
	Vodafone Group	1.625% 03/20/17	5,052	4,998
	Wal-Mart	5.25% 09/01/35	8,447	7,604
	Wells Fargo	4.6% 04/01/21	10,222	9,866
	Western Union Co	2.875% 12/10/17	9,208	9,137
	Whirlpool Corp	8.6% 05/01/14	5,130	5,131
		Total corporate preferred debt	$ 492,323	$ 479,986
MUTUAL FUNDS				
	Loomis Sayles	Loomis Sayles Hi Income Opps Cl Instl	$ 45,469	$ 45,849
	Loomis Sayles	Loomis Sayles Securitize Assets Cl Instl	379,150	361,254
	Lord Abbott	Lord Abbott Floating Rate Cl A *	550,000	547,694
		Total mutual funds	$ 974,619	$ 954,797
CASH AND CASH EQUIVALENTS				
	Cash on hand		$ 409,724	$ 409,724
		Total Investments	$ 8,784,940	$ 10,170,700

* Represents 5% or more of ending net assets

** Represents a party-in-interest

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information --- enter all requested information

1a Name of plan
LACKS VALLEY STORES, LTD. 401(k) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 10/01/1972

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

LACKS VALLEY STORES, LTD.

1300 SAN PATRICIA STREET

US PHARR TX 78577

2b Employer Identification Number (EIN) 74-2730084

2c Sponsor's telephone number (956) 702-3361

2d Business code (see instructions) 442110

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

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

SIGN HERE	Randy Martin	10-8-2014	Randy C. Martin
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Randy Martin	10-8-2014	Randy C. Martin
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	**5**	729
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**	544
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	150
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	694
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	696
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	687
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	31
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2J 3D

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

9a Plan funding arrangement (check all that apply)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

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

a Pension Schedules	**b** General Schedules
(1) [X] **R** (Retirement Plan Information)	(1) [X] **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) [ ] ____ **A** (Insurance Information)
	(4) [X] **C** (Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)