

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE PHOENIX GROUP HOLDING COMPANY 401K PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE PHOENIX GROUP HOLDING COMPANY</u> <u>4 SYCAMORE CREEK DR.</u> <u>SPRINGBORO, OH 45066</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1294865</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-704-9850</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541380</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1294865</u>	2c Sponsor's telephone number <u>937-704-9850</u>	2d Business code (see instructions) <u>541380</u>	
2b Employer Identification Number (EIN) <u>31-1294865</u>					
2c Sponsor's telephone number <u>937-704-9850</u>					
2d Business code (see instructions) <u>541380</u>					

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	152
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	102
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	56
d Subtotal. Add lines 6a , 6b , and 6c		6d	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	159
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	146
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H 2A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan THE PHOENIX GROUP HOLDING COMPANY 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PHOENIX GROUP HOLDING COMPANY	D Employer Identification Number (EIN) 31-1294865	

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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65	RECORDKEEPER	9777	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AM CENT EQUITY INC - AMERICAN CENT	0.35%	
44-0619208		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AM CENT HERITAGE INV - AMERICAN CE	0.35%	
44-0619208		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMCENT INFL-ADJBD IV - AMERICAN CE	0.25%	
44-0619208		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARTISAN MID CAP VAL - STATE STREET 04-0025081	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BROWN SMALL CO INV - ALPS FUND SER 20-3247785	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DWS CAPITAL GROWTH S - DWS INVESTM 02-0432775	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DWS LARGE CAP VAL S - DWS INVESTME 02-0432775	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
GUGGENHEIM MC VAL A - RYDEX FUND S 805 KING FARM BOULEVARD SUITE 600 ROCKVILLE, MD 20850	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
INVS INTL GROWTH R5 - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVS MDCP CORE EQ A - INVESCO CANA P.O. BOX 219078 KANSAS CITY, MO 64121	0.50%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
M&N PROBLND MAXTRM S - MANNING & N 290 WOODCLIFF DRIVE FAIRPORT, NY 14450	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MAINSTAY LGCP GR R1 - NYLIM SERVIC 52-2206685	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MUTUAL EUROPEAN A - FRANKLIN TEMPL 94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MUTUAL GBL DISCVRY A - FRANKLIN TE 94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB GENESIS - TR CL - STATE STREET 04-0025081	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OAKMARK EQ & INC I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.35%	
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE TOT RET SER - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.45%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RS EMERGING MKTS A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TMPL GLOBAL BOND A - FRANKLIN TEMP 94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan THE PHOENIX GROUP HOLDING COMPANY 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PHOENIX GROUP HOLDING COMPANY	D Employer Identification Number (EIN) 31-1294865	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	295000	93137
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14201	57377
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(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)	0	0
	(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)	26	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)	3589041	3682891
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	3898268	3833405

Liabilities

g Benefit claims payable	1g	0	0
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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3898268	3833405
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	84137	
(B) Participants	2a(1)(B)	226519	
(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)		310656

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(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)		2

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	178354	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		178354

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		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)		526135
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1015147

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1069834	
(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)		1069834
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	10176	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10176
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1080010

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-64863
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: HILL, BARTH AND KING, LLC

(2) EIN: 34-1897225

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		400000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>THE PHOENIX GROUP HOLDING COMPANY 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE PHOENIX GROUP HOLDING COMPANY</u>	D Employer Identification Number (EIN) <u>31-1294865</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

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C O N T E N T S

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September 29, 2014

Plan Administrator
The Phoenix Group Holding Company
401(k) Profit Sharing Plan
Springboro, Ohio

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Phoenix Group Holding Company 401(k) Profit Sharing Plan (the 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 years then 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. Management is also responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, line 4(i) - schedule of assets held for investment purposes at end of year is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Hill, Barth & King LLC
Certified Public Accountants

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments:		
Money market accounts	\$ 57,377	\$ 14,201
Mutual funds	3,682,891	3,589,041
TOTAL INVESTMENTS	<u>3,740,268</u>	<u>3,603,242</u>
Receivables:		
Notes receivable from participants	0	26
Employers' contributions receivable	93,137	295,000
TOTAL RECEIVABLES	<u>93,137</u>	<u>295,026</u>
TOTAL ASSETS	<u>\$ 3,833,405</u>	<u>\$ 3,898,268</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,833,405</u>	<u>\$ 3,898,268</u>

See accompanying notes to financial statements

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

Year ended December 31, 2013 and 2012

ADDITIONS TO NET ASSETS

Investment income:

Net appreciation in fair value of investments:

Mutual funds	\$ 526,135
Interest and dividends income	178,356

Contributions:

Participant's	226,519
Employer's	84,137
Rollover	0

TOTAL ADDITIONS	<u>1,015,147</u>
-----------------	------------------

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	1,069,834
Administrative fees	10,176

TOTAL DEDUCTIONS	<u>1,080,010</u>
------------------	------------------

NET DECREASE	(64,863)
--------------	----------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	3,898,268
End of year	<u><u>\$ 3,833,405</u></u>

See accompanying notes to financial statements

NOTES TO FINANCIAL STATEMENTS

THE PHOENIX GROUP HOLDING COMPANY 401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN

The following brief description of The Phoenix Group Holding Company 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution 401(k) plan covering substantially all employees of The Phoenix Group Holding Company (the Company) who have one year of service and have reached 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Eligible employees may make before-tax and after-tax contributions to the Plan. Contributions are subject to the limits of the Internal Revenue Code (IRC) Section 415(c). Participant contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Sections 401(k) and 401(m). Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. As a result of an amendment effective January 1, 2013 the Company makes a matching contribution equal to 100% of the employee's first 3% of contributions plus 50% of the employee's contributions up to the next 2% for the year ended December 31, 2013. The Company made no matching contributions for year ended December 31, 2012. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are recognized when they are received by the plan administrator.

Participant Accounts:

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

Plan Assets:

The Plan's assets are invested in various mutual funds as administered by the plan trustee, Fidelity Management Trust Company. The participants are responsible for making investment decisions and may direct contributions to any or all mutual funds available.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is vested according to the following table:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of Benefits:

Participants may receive a distribution of their vested account balance when employment is terminated. Distributions to deceased, disabled, retired or terminated participants are made as soon as administratively possible.

Distributions from the Plan are made in the form of a single lump-sum payment or installments in the form of an annuity.

Notes Receivables from Participants:

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the participant notes fund. Generally, loans must be paid back within five years. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%, determined at the date of the loan, which applies throughout the entire term of the loan. Principal and interest is paid ratably through monthly payroll deductions. As a result of an amendment on July 1, 2009, the Plan no longer permits participants to borrow from their fund accounts. The amount reported with the statements of net assets available for benefits was in existence prior to the amendment.

Administrative Expenses:

Expenses incurred in connection with investment transactions are paid by the Plan. Professional and administrative fees and other expenses are paid by the Plan. Personnel and facilities of the Company are used by the Plan for its accounting and other activities at no charge to the Plan. The audit fee is paid by the Company. The Company, at any time, may elect to have all administrative expenses paid by the Plan.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Forfeitures:

Forfeitures are applied to reduce the contributions of the Company to the Plan or to reduce expenses of the Plan in current or future years. The forfeiture balances as of December 31, 2013 and 2012 are \$5,063 and \$1,068, respectively.

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with U.S. generally accepted accounting principles.

Use of Estimates:

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenue and expenses during this reporting period. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value, as determined by the trustee, based on quoted market prices. Net appreciation and depreciation of investments is reported in the statement of changes in net assets available for benefits and consists of the realized gains or losses and the unrealized appreciation or depreciation of these investments. Purchases and sales of securities are recorded on a trade-date basis. Interest income is included in dividend income. Dividends are recorded on the ex-dividend date. Capital gain distributions are accrued when earned.

Payment of benefits:

Benefit payments to participants are recorded when paid.

Subsequent Events:

Management evaluated all activity of the Plan through September 29, 2014, the date the financial statements were available to be issued, and concluded that no subsequent events have occurred that would require recognition or disclosure in the financial statements or notes.

NOTE C - INFORMATION CERTIFIED BY TRUSTEE

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements of information prepared and certified by the trustee, Fidelity Management Trust Company. The trustee has certified as to the completeness and accuracy of the investments it holds, changes in net assets arising from said investment activity and the schedule of assets held for investment purposes as of and for the years ended December 31, 2013 and 2012.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE C - INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

The following investment information represents investments included in the accompanying financial statements and supplemental schedule and was obtained from data that has been prepared and certified as complete and accurate by the trustee, Fidelity Management Trust Company, at December 31, 2013 and 2012. Investments that represent 5% or more of the Plan assets are separately identified.

	<u>2013</u>	<u>2012</u>
Investments:		
Fidelity Fund (FFIDX)	\$ 53	\$ 11,825
Fidelity Contrafund (FCNTX)	153,380	95,472
Select Software and Computer Services Portfolio (FSCSX)	132,925	34,215
Select Gold Portfolio (FSAGX)	3,220	10,658
Select Retailing Portfolio (FSRPX)	688,758 *	584,569
Fidelity Government Income Fund (FGOVX)	619	403
Fidelity International Discovery Fund (FIGRX)	16,212	7,248
Fidelity Canada Fund (FICDX)	33,572	111,551
Fidelity Low Priced Stock Fund (FLPSX)	129,163	120,298
Select Medical Equipment and Systems Portfolio (FSMEX)	30,048	7,280
Fidelity Freedom 2000 Fund (FFFBX)	534	1,511
Fidelity Freedom 2010 Fund (FFFCX)	12,813	44,021
Fidelity Freedom 2020 Fund (FFFDX)	91,972	65,708
Fidelity Freedom 2030 Fund (FFFEX)	25,869	14,862
Select Natural Resources Portfolio (FNARX)	91,590	77,698
Fidelity MMkt Trust Retirement MMkt Portfolio (FRTXX)	57,377	14,201
Fidelity Freedom 2040 Fund (FFFFX)	89,516	99,532
Fidelity Real Estate Income Fund (FRIFX)	417	920
Fidelity Freedom 2005 Fund (FFFVX)	16,167	11,499
Fidelity Freedom 2015 Fund (FFVFX)	199,629 *	231,118
Fidelity Freedom 2025 Fund (FFTWX)	59,532	48,830
Fidelity Freedom 2035 Fund (FFVFX)	153,393	101,259
Fidelity Focused High Income Fund (FHIFX)	255,579 *	347,855
Spartan Ext Market Index Fund - Fid. Adv. Class (FSEVX)	729	11,885
Spartan International Index Fund - Fid. Adv. Class (FSIVX)	515	433
Spartan 500 Index Fund - Fid. Adv. Class (FUSVX)	4,749	787
Spartan Inter Treas. Bond Ind. Fund - Fid. Adv. Class (FIBAX)	339	120
Fidelity Freedom 2045 Fund (FFFGX)	96,850	57,104
BROUGHT FORWARD	<u>2,345,520</u>	<u>2,112,862</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE C - INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2013</u>	<u>2012</u>
CARRIED FORWARD	\$ 2,345,520	\$ 2,112,862
Fidelity Freedom 2050 Fund (FFFHX)	54,975	35,484
Spartan U.S. Bond Index Fund - Fidelity Advantage Class (FSITX)	37,306	27,755
Fidelity Freedom 2055 Fund (FDEEX)	10,708	3,035
Brown Capital Management Small Co. Fund Inv Class (BCSIX)	170,581	117,748
American Century Inv. Eq. Inc. Fund Inv. Class (TWEIX)	164,131	223,537 *
Pimco Total Return Fund Administrative Class (PTRAX)	21,139	19,345
Mutual Global Discovery Fund Class A (TEDIX)	243,655 *	187,908 *
Neuberger Berman Genesis Fund Trust Class (NBGEX)	31,033	2,809
Templeton Global Bond Fund Class A (TPINX)	6,543	45,053
Manning & Napier Pro Blend Max. Term Series Class S (EXHAX)	54,707	106,116
MainStay Large Cap Growth Fund Class R1 (MLRRX)	40,284	11,155
Guggenheim Mid Cap Value Fund Class A (SEVAX)	5,924	9,196
Invesco International Growth Fund R5 Class (AIEVX)	67,474	113,581
RS Emerging Markets Fund Class A (GBEMX)	46,896	138,973
Oakmark Equity and Income Fund Class I (OAKBX)	3,330	4,259
Mutual European Fund Class A (TEMIX)	29,484	18,325
Invesco Mid Cap Core Equity Fund Class A (GTAGX)	25	359
Artisan Mid Cap Value Fund Investor Shares (ARTQX)	391,677 *	409,156 *
Royce Total Return Fund Service Class (RYTFX)	340	733
American Century Inv. Vista Fund Investor Class (TWCVX)	0	2,622
American Century Inv. Infl Adj Bond Fund Inv Class (ACITX)	10,765	12,977
DWS Capital Growth Fund Class S (SCGSX)	0	9
DWS Large Cap Value Fund Class S (KDCSX)	321	245
American Century Investments Heritage Fund	3,450	0
	<u>\$ 3,740,268</u>	<u>\$ 3,603,242</u>

* Asset represents 5% or more of total Plan assets at December 31, 2013 and 2012.

Investment Income:

Net appreciation in fair value of investments	\$ 526,135	\$ 297,958
Interest and dividends	178,356	122,157
	<u>\$ 704,491</u>	<u>\$ 420,115</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE D - FAIR VALUE MEASUREMENTS

FASB ASC 820 Fair Value Measurements 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 below:

- | | |
|---------|--|
| 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: <ul style="list-style-type: none">▪ Quoted prices for similar assets or liabilities in active markets;▪ Quoted prices for identical or similar assets or liabilities in inactive markets;▪ Inputs other than quoted prices that are observable for the asset or liability;▪ Inputs that are derived principally from corroborated by observable market data by correlation or other means. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurements. |

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

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.

Mutual funds: Valued at the share prices/net asset value (NAV) of shares held by the Plan at year end.

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

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Fair Value</u>	<u>(Level 1)</u>
<u>December 31, 2013</u>		
Money market accounts	\$ 57,377	\$ 57,377
Mutual funds:		
Large Value	437,271	437,271
Mid Value	521,257	521,257
Small Value	5,924	5,924
Large Growth	1,263,062	1,263,062
Mid Growth	67,752	67,752
Small Growth	170,581	170,581
Large Blend	883,999	883,999
Mid Blend	754	754
Small Blend	340	340
Intermediate Government	619	619
High Yield Bond	255,579	255,579
Intermediate -Term Bond	58,445	58,445
World Bond	6,543	6,543
Inflation-Protected Bond	10,765	10,765
TOTAL INVESTMENTS	<u>\$ 3,740,268</u>	<u>\$ 3,740,268</u>
 <u>December 31, 2012</u>		
Money market accounts	\$ 14,201	\$ 14,201
Mutual funds:		
Large Value	429,778	429,778
Mid Value	530,374	530,374
Small Value	11,818	11,818
Large Growth	1,146,427	1,146,427
Mid Growth	20,747	20,747
Small Growth	117,748	117,748
Large Blend	865,784	865,784
Mid Blend	12,244	12,244
Small Blend	733	733
Intermediate Government	403	403
High Yield Bond	347,855	347,855
Intermediate -Term Bond	47,101	47,101
World Bond	45,053	45,053
Inflation-Protected Bond	12,977	12,977
TOTAL INVESTMENTS	<u>\$ 3,603,242</u>	<u>\$ 3,603,242</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

THE PHOENIX GROUP HOLDING COMPANY 401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

NOTE E - INCOME TAX STATUS

The Plan obtained its latest determination letter dated March 31, 2008, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has since been amended and the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 by the applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE F - 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 would become 100% vested in their employer contributions.

NOTE G - RISKS AND UNCERTAINTIES

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

NOTE H - PARTY-IN-INTEREST TRANSACTIONS

Fidelity Management Trust Company, the trustee of the Plan, manages certain Plan investments. These transactions qualify as party-in-interest transactions and are demoted as such on the supplemental schedule of assets held for investment purposes at end of year.

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013

**EIN: 31-1294865
PLAN NUMBER: 001**

(a)	(b) IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION	(d) COST	(e) CURRENT VALUE
*	Fidelity	Fidelity Fund	**	\$ 53
*	Fidelity	Fidelity Contrafund	**	153,380
*	Fidelity	Select Software and Computer Services Portfolio	**	132,925
*	Fidelity	Select Gold Portfolio	**	3,220
*	Fidelity	Select Retailing Portfolio	**	688,758
*	Fidelity	Fidelity Government Income Fund	**	619
*	Fidelity	Fidelity International Discovery Fund	**	16,212
*	Fidelity	Fidelity Canada Fund	**	33,572
*	Fidelity	Fidelity Low Priced Stock Fund	**	129,163
*	Fidelity	Select Medical Equipment and Systems Portfolio	**	30,048
*	Fidelity	Fidelity Freedom 2000 Fund	**	534
*	Fidelity	Fidelity Freedom 2010 Fund	**	12,813
*	Fidelity	Fidelity Freedom 2020 Fund	**	91,972
*	Fidelity	Fidelity Freedom 2030 Fund	**	25,869
*	Fidelity	Select Natural Resources Portfolio	**	91,590
*	Fidelity	Fidelity MMkt Trust Retirement MMkt Portfolio	**	57,377
*	Fidelity	Fidelity Freedom 2040 Fund	**	89,516
*	Fidelity	Fidelity Real Estate Income Fund	**	417
*	Fidelity	Fidelity Freedom 2005 Fund	**	16,167
*	Fidelity	Fidelity Freedom 2015 Fund	**	199,629
*	Fidelity	Fidelity Freedom 2025 Fund	**	59,532
*	Fidelity	Fidelity Freedom 2035 Fund	**	153,393
*	Fidelity	Fidelity Focused High Income Fund	**	255,579
*	Fidelity	Spartan Ext Market Index Fund - Fidelity Adv. Class	**	729
*	Fidelity	Spartan International Index Fund - Fidelity Adv. Class	**	515
*	Fidelity	Spartan 500 Index Fund - Fidelity Adv. Class	**	4,749
*	Fidelity	Spartan Inter Treasury Bond Index Fund - Fidelity Adv. Class	**	339
*	Fidelity	Fidelity Freedom 2045 Fund	**	96,850
*	Fidelity	Fidelity Freedom 2050 Fund	**	54,975
*	Fidelity	Spartan U.S. Bond Index Fund - Fidelity Adv Class	**	37,306
*	Fidelity	Fidelity Freedom 2055 Fund	**	10,708
	Brown Capital Management	Brown Capital Management Small Company Fund Inv Class	**	170,581
	American Century Investments	American Century Investments Equity Income Fund Inv Class	**	164,131
	Pimco	Pimco Total Return Fund Administrative Class	**	21,139
	Franklin Templeton Investments	Mutual Global Discovery Fund Class A	**	243,655
	Neuberger Berman	Neuberger Berman Genesis Fund Trust Class	**	31,033
	Franklin Templeton Investments	Templeton Global Bond Fund Class A	**	6,543
	Manning & Napier	Manning & Napier Pro Blend Max. Term Series Class S	**	54,707
	MainStay Investments	MainStay Large Cap Growth Fund Class R1	**	40,284
	Guggenheim Investments	Guggenheim Mid Cap Value Fund Class A	**	5,924
	Invesco	Invesco International Growth Fund R5 Class	**	67,474
	RS Investments	RS Emerging Markets Fund Class A	**	46,896
	Oakmark	Oakmark Equity and Income Fund Class I	**	3,330
	Franklin Templeton Investments	Mutual European Fund Class A	**	29,484
	Invesco	Invesco Mid Cap Core Equity Fund Class A	**	25
	Artisan	Artisan Mid Cap Value Fund Investor Shares	**	391,677
	The Royce Funds	Royce Total Return Fund Service Class	**	340
	American Century Investments	American Century Investments Infl Adj Bond Fund Inv Class	**	10,765
	DWS Investments	DWS Large Cap Value Fund Class S	**	321
	American Century Investments	American Century Investments Heritage Fund	**	3,450
				<u>\$ 3,740,268</u>

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

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September 29, 2014

Plan Administrator
The Phoenix Group Holding Company
401(k) Profit Sharing Plan
Springboro, Ohio

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Phoenix Group Holding Company 401(k) Profit Sharing Plan (the 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 years then 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. Management is also responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, line 4(i) - schedule of assets held for investment purposes at end of year is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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


Certified Public Accountants

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investments:		
Money market accounts	\$ 57,377	\$ 14,201
Mutual funds	<u>3,682,891</u>	<u>3,589,041</u>
TOTAL INVESTMENTS	<u>3,740,268</u>	<u>3,603,242</u>
Receivables:		
Notes receivable from participants	0	26
Employers' contributions receivable	<u>93,137</u>	<u>295,000</u>
TOTAL RECEIVABLES	<u>93,137</u>	<u>295,026</u>
TOTAL ASSETS	<u>\$ 3,833,405</u>	<u>\$ 3,898,268</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,833,405</u>	<u>\$ 3,898,268</u>

See accompanying notes to financial statements

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

Year ended December 31, 2013 and 2012

ADDITIONS TO NET ASSETS

Investment income:

Net appreciation in fair value of investments:

Mutual funds	\$ 526,135
Interest and dividends income	178,356

Contributions:

Participant's	226,519
Employer's	84,137
Rollover	0

TOTAL ADDITIONS	<u>1,015,147</u>
-----------------	------------------

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	1,069,834
Administrative fees	10,176

TOTAL DEDUCTIONS	<u>1,080,010</u>
------------------	------------------

NET DECREASE	(64,863)
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	3,898,268
End of year	<u><u>\$ 3,833,405</u></u>

See accompanying notes to financial statements

NOTES TO FINANCIAL STATEMENTS

THE PHOENIX GROUP HOLDING COMPANY 401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN

The following brief description of The Phoenix Group Holding Company 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution 401(k) plan covering substantially all employees of The Phoenix Group Holding Company (the Company) who have one year of service and have reached 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Eligible employees may make before-tax and after-tax contributions to the Plan. Contributions are subject to the limits of the Internal Revenue Code (IRC) Section 415(c). Participant contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Sections 401(k) and 401(m). Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. As a result of an amendment effective January 1, 2013 the Company makes a matching contribution equal to 100% of the employee's first 3% of contributions plus 50% of the employee's contributions up to the next 2% for the year ended December 31, 2013. The Company made no matching contributions for year ended December 31, 2012. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are recognized when they are received by the plan administrator.

Participant Accounts:

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

Plan Assets:

The Plan's assets are invested in various mutual funds as administered by the plan trustee, Fidelity Management Trust Company. The participants are responsible for making investment decisions and may direct contributions to any or all mutual funds available.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

Vesting:

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is vested according to the following table:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Payment of Benefits:

Participants may receive a distribution of their vested account balance when employment is terminated. Distributions to deceased, disabled, retired or terminated participants are made as soon as administratively possible.

Distributions from the Plan are made in the form of a single lump-sum payment or installments in the form of an annuity.

Notes Receivables from Participants:

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment funds from (to) the participant notes fund. Generally, loans must be paid back within five years. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%, determined at the date of the loan, which applies throughout the entire term of the loan. Principal and interest is paid ratably through monthly payroll deductions. As a result of an amendment on July 1, 2009, the Plan no longer permits participants to borrow from their fund accounts. The amount reported with the statements of net assets available for benefits was in existence prior to the amendment.

Administrative Expenses:

Expenses incurred in connection with investment transactions are paid by the Plan. Professional and administrative fees and other expenses are paid by the Plan. Personnel and facilities of the Company are used by the Plan for its accounting and other activities at no charge to the Plan. The audit fee is paid by the Company. The Company, at any time, may elect to have all administrative expenses paid by the Plan.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Forfeitures:

Forfeitures are applied to reduce the contributions of the Company to the Plan or to reduce expenses of the Plan in current or future years. The forfeiture balances as of December 31, 2013 and 2012 are \$5,063 and \$1,068, respectively.

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with U.S. generally accepted accounting principles.

Use of Estimates:

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenue and expenses during this reporting period. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value, as determined by the trustee, based on quoted market prices. Net appreciation and depreciation of investments is reported in the statement of changes in net assets available for benefits and consists of the realized gains or losses and the unrealized appreciation or depreciation of these investments. Purchases and sales of securities are recorded on a trade-date basis. Interest income is included in dividend income. Dividends are recorded on the ex-dividend date. Capital gain distributions are accrued when earned.

Payment of benefits:

Benefit payments to participants are recorded when paid.

Subsequent Events:

Management evaluated all activity of the Plan through September 29, 2014, the date the financial statements were available to be issued, and concluded that no subsequent events have occurred that would require recognition or disclosure in the financial statements or notes.

NOTE C - INFORMATION CERTIFIED BY TRUSTEE

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator has elected to restrict the scope of the auditor's examination with regard to statements of information prepared and certified by the trustee, Fidelity Management Trust Company. The trustee has certified as to the completeness and accuracy of the investments it holds, changes in net assets arising from said investment activity and the schedule of assets held for investment purposes as of and for the years ended December 31, 2013 and 2012.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE C - INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

The following investment information represents investments included in the accompanying financial statements and supplemental schedule and was obtained from data that has been prepared and certified as complete and accurate by the trustee, Fidelity Management Trust Company, at December 31, 2013 and 2012. Investments that represent 5% or more of the Plan assets are separately identified.

	<u>2013</u>	<u>2012</u>
Investments:		
Fidelity Fund (FFIDX)	\$ 53	\$ 11,825
Fidelity Contrafund (FCNTX)	153,380	95,472
Select Software and Computer Services Portfolio (FSCSX)	132,925	34,215
Select Gold Portfolio (FSAGX)	3,220	10,658
Select Retailing Portfolio (FSRPX)	688,758 *	584,569
Fidelity Government Income Fund (FGOVX)	619	403
Fidelity International Discovery Fund (FIGRX)	16,212	7,248
Fidelity Canada Fund (FICDX)	33,572	111,551
Fidelity Low Priced Stock Fund (FLPSX)	129,163	120,298
Select Medical Equipment and Systems Portfolio (FSMEX)	30,048	7,280
Fidelity Freedom 2000 Fund (FFFBX)	534	1,511
Fidelity Freedom 2010 Fund (FFFCX)	12,813	44,021
Fidelity Freedom 2020 Fund (FFFDX)	91,972	65,708
Fidelity Freedom 2030 Fund (FFFEX)	25,869	14,862
Select Natural Resources Portfolio (FNARX)	91,590	77,698
Fidelity MMkt Trust Retirement MMkt Portfolio (FRTXX)	57,377	14,201
Fidelity Freedom 2040 Fund (FFFFX)	89,516	99,532
Fidelity Real Estate Income Fund (FRIFX)	417	920
Fidelity Freedom 2005 Fund (FFFVX)	16,167	11,499
Fidelity Freedom 2015 Fund (FFVFX)	199,629 *	231,118
Fidelity Freedom 2025 Fund (FFTWX)	59,532	48,830
Fidelity Freedom 2035 Fund (FFVFX)	153,393	101,259
Fidelity Focused High Income Fund (FHIFX)	255,579 *	347,855
Spartan Ext Market Index Fund - Fid. Adv. Class (FSEVX)	729	11,885
Spartan International Index Fund - Fid. Adv. Class (FSIVX)	515	433
Spartan 500 Index Fund - Fid. Adv. Class (FUSVX)	4,749	787
Spartan Inter Treas. Bond Ind. Fund - Fid. Adv. Class (FIBAX)	339	120
Fidelity Freedom 2045 Fund (FFFGX)	96,850	57,104
BROUGHT FORWARD	<u>2,345,520</u>	<u>2,112,862</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE C - INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2013</u>	<u>2012</u>
CARRIED FORWARD	\$ 2,345,520	\$ 2,112,862
Fidelity Freedom 2050 Fund (FFFHX)	54,975	35,484
Spartan U.S. Bond Index Fund - Fidelity Advantage Class (FSITX)	37,306	27,755
Fidelity Freedom 2055 Fund (FDEEX)	10,708	3,035
Brown Capital Management Small Co. Fund Inv Class (BCSIX)	170,581	117,748
American Century Inv. Eq. Inc. Fund Inv. Class (TWEIX)	164,131	223,537 *
Pimco Total Return Fund Administrative Class (PTRAX)	21,139	19,345
Mutual Global Discovery Fund Class A (TEDIX)	243,655 *	187,908 *
Neuberger Berman Genesis Fund Trust Class (NBGEX)	31,033	2,809
Templeton Global Bond Fund Class A (TPINX)	6,543	45,053
Manning & Napier Pro Blend Max. Term Series Class S (EXHAX)	54,707	106,116
MainStay Large Cap Growth Fund Class R1 (MLRRX)	40,284	11,155
Guggenheim Mid Cap Value Fund Class A (SEVAX)	5,924	9,196
Invesco International Growth Fund R5 Class (AIEVX)	67,474	113,581
RS Emerging Markets Fund Class A (GBEMX)	46,896	138,973
Oakmark Equity and Income Fund Class I (OAKBX)	3,330	4,259
Mutual European Fund Class A (TEMIX)	29,484	18,325
Invesco Mid Cap Core Equity Fund Class A (GTAGX)	25	359
Artisan Mid Cap Value Fund Investor Shares (ARTQX)	391,677 *	409,156 *
Royce Total Return Fund Service Class (RYTFX)	340	733
American Century Inv. Vista Fund Investor Class (TWCVX)	0	2,622
American Century Inv. Infl Adj Bond Fund Inv Class (ACITX)	10,765	12,977
DWS Capital Growth Fund Class S (SCGSX)	0	9
DWS Large Cap Value Fund Class S (KDCSX)	321	245
American Century Investments Heritage Fund	3,450	0
	<u>\$ 3,740,268</u>	<u>\$ 3,603,242</u>

* Asset represents 5% or more of total Plan assets at December 31, 2013 and 2012.

Investment Income:

Net appreciation in fair value of investments	\$ 526,135	\$ 297,958
Interest and dividends	178,356	122,157
	<u>\$ 704,491</u>	<u>\$ 420,115</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE D - FAIR VALUE MEASUREMENTS

FASB ASC 820 Fair Value Measurements 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 below:

- | | |
|---------|--|
| 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: <ul style="list-style-type: none">▪ Quoted prices for similar assets or liabilities in active markets;▪ Quoted prices for identical or similar assets or liabilities in inactive markets;▪ Inputs other than quoted prices that are observable for the asset or liability;▪ Inputs that are derived principally from corroborated by observable market data by correlation or other means. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurements. |

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

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.

Mutual funds: Valued at the share prices/net asset value (NAV) of shares held by the Plan at year end.

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

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013 and 2012

NOTE D - FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Fair Value</u>	<u>(Level 1)</u>
<u>December 31, 2013</u>		
Money market accounts	\$ 57,377	\$ 57,377
Mutual funds:		
Large Value	437,271	437,271
Mid Value	521,257	521,257
Small Value	5,924	5,924
Large Growth	1,263,062	1,263,062
Mid Growth	67,752	67,752
Small Growth	170,581	170,581
Large Blend	883,999	883,999
Mid Blend	754	754
Small Blend	340	340
Intermediate Government	619	619
High Yield Bond	255,579	255,579
Intermediate -Term Bond	58,445	58,445
World Bond	6,543	6,543
Inflation-Protected Bond	10,765	10,765
TOTAL INVESTMENTS	<u>\$ 3,740,268</u>	<u>\$ 3,740,268</u>
 <u>December 31, 2012</u>		
Money market accounts	\$ 14,201	\$ 14,201
Mutual funds:		
Large Value	429,778	429,778
Mid Value	530,374	530,374
Small Value	11,818	11,818
Large Growth	1,146,427	1,146,427
Mid Growth	20,747	20,747
Small Growth	117,748	117,748
Large Blend	865,784	865,784
Mid Blend	12,244	12,244
Small Blend	733	733
Intermediate Government	403	403
High Yield Bond	347,855	347,855
Intermediate -Term Bond	47,101	47,101
World Bond	45,053	45,053
Inflation-Protected Bond	12,977	12,977
TOTAL INVESTMENTS	<u>\$ 3,603,242</u>	<u>\$ 3,603,242</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

THE PHOENIX GROUP HOLDING COMPANY 401(k) PROFIT SHARING PLAN

December 31, 2013 and 2012

NOTE E - INCOME TAX STATUS

The Plan obtained its latest determination letter dated March 31, 2008, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has since been amended and the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 by the applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE F - 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 would become 100% vested in their employer contributions.

NOTE G - RISKS AND UNCERTAINTIES

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

NOTE H - PARTY-IN-INTEREST TRANSACTIONS

Fidelity Management Trust Company, the trustee of the Plan, manages certain Plan investments. These transactions qualify as party-in-interest transactions and are demoted as such on the supplemental schedule of assets held for investment purposes at end of year.

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

**THE PHOENIX GROUP HOLDING COMPANY
401(k) PROFIT SHARING PLAN**

December 31, 2013

**EIN: 31-1294865
PLAN NUMBER: 001**

(a)	(b) IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION	(d) COST	(e) CURRENT VALUE
*	Fidelity	Fidelity Fund	**	\$ 53
*	Fidelity	Fidelity Contrafund	**	153,380
*	Fidelity	Select Software and Computer Services Portfolio	**	132,925
*	Fidelity	Select Gold Portfolio	**	3,220
*	Fidelity	Select Retailing Portfolio	**	688,758
*	Fidelity	Fidelity Government Income Fund	**	619
*	Fidelity	Fidelity International Discovery Fund	**	16,212
*	Fidelity	Fidelity Canada Fund	**	33,572
*	Fidelity	Fidelity Low Priced Stock Fund	**	129,163
*	Fidelity	Select Medical Equipment and Systems Portfolio	**	30,048
*	Fidelity	Fidelity Freedom 2000 Fund	**	534
*	Fidelity	Fidelity Freedom 2010 Fund	**	12,813
*	Fidelity	Fidelity Freedom 2020 Fund	**	91,972
*	Fidelity	Fidelity Freedom 2030 Fund	**	25,869
*	Fidelity	Select Natural Resources Portfolio	**	91,590
*	Fidelity	Fidelity MMkt Trust Retirement MMkt Portfolio	**	57,377
*	Fidelity	Fidelity Freedom 2040 Fund	**	89,516
*	Fidelity	Fidelity Real Estate Income Fund	**	417
*	Fidelity	Fidelity Freedom 2005 Fund	**	16,167
*	Fidelity	Fidelity Freedom 2015 Fund	**	199,629
*	Fidelity	Fidelity Freedom 2025 Fund	**	59,532
*	Fidelity	Fidelity Freedom 2035 Fund	**	153,393
*	Fidelity	Fidelity Focused High Income Fund	**	255,579
*	Fidelity	Spartan Ext Market Index Fund - Fidelity Adv. Class	**	729
*	Fidelity	Spartan International Index Fund - Fidelity Adv. Class	**	515
*	Fidelity	Spartan 500 Index Fund - Fidelity Adv. Class	**	4,749
*	Fidelity	Spartan Inter Treasury Bond Index Fund - Fidelity Adv. Class	**	339
*	Fidelity	Fidelity Freedom 2045 Fund	**	96,850
*	Fidelity	Fidelity Freedom 2050 Fund	**	54,975
*	Fidelity	Spartan U.S. Bond Index Fund - Fidelity Adv Class	**	37,306
*	Fidelity	Fidelity Freedom 2055 Fund	**	10,708
	Brown Capital Management	Brown Capital Management Small Company Fund Inv Class	**	170,581
	American Century Investments	American Century Investments Equity Income Fund Inv Class	**	164,131
	Pimco	Pimco Total Return Fund Administrative Class	**	21,139
	Franklin Templeton Investments	Mutual Global Discovery Fund Class A	**	243,655
	Neuberger Berman	Neuberger Berman Genesis Fund Trust Class	**	31,033
	Franklin Templeton Investments	Templeton Global Bond Fund Class A	**	6,543
	Manning & Napier	Manning & Napier Pro Blend Max. Term Series Class S	**	54,707
	MainStay Investments	MainStay Large Cap Growth Fund Class R1	**	40,284
	Guggenheim Investments	Guggenheim Mid Cap Value Fund Class A	**	5,924
	Invesco	Invesco International Growth Fund R5 Class	**	67,474
	RS Investments	RS Emerging Markets Fund Class A	**	46,896
	Oakmark	Oakmark Equity and Income Fund Class I	**	3,330
	Franklin Templeton Investments	Mutual European Fund Class A	**	29,484
	Invesco	Invesco Mid Cap Core Equity Fund Class A	**	25
	Artisan	Artisan Mid Cap Value Fund Investor Shares	**	391,677
	The Royce Funds	Royce Total Return Fund Service Class	**	340
	American Century Investments	American Century Investments Infl Adj Bond Fund Inv Class	**	10,765
	DWS Investments	DWS Large Cap Value Fund Class S	**	321
	American Century Investments	American Century Investments Heritage Fund	**	3,450
				<u>\$ 3,740,268</u>

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments