Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
REPUBLIC CLOTHING CORP. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/13/2000

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

REPUBLIC CLOTHING CORP.

1440 BROADWAY, 14TH FLOOR
NEW YORK, NY 10018

2b Employer Identification Number (EIN)
13-3762633

2c Sponsor's telephone number
212-719-3000

2d Business code (see instructions)
424300

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.	10/09/2014	SHEUNG CHO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	SHEUNG CHO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	140
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**	59
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	82
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	82
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	69
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
REPUBLIC CLOTHING CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REPUBLIC CLOTHING CORP.

D Employer Identification Number (EIN)
13-3762633

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

LORD ABBETT

13-5620131

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

DAVIS FUNDS

52-1346931

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

AMERICAN FUNDS

95-1411037

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

FRANKLIN TEMPLETON FUNDS

94-3167260

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

FIDELITY INVESTMENTS

06-1194217

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

PIMCO FUNDS

33-0457728

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

T. ROWE PRICE

52-2264646

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

HARBOR FUNDS

04-2679462

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

ACADIAN FUNDS

04-2929221

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

ASTON MONTAG & CALDWELL

20-4747475

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 27 37 49 50 51 52 60 61 62 63 64	SERVICE PROVIDER	21193	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
REPUBLIC CLOTHING CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REPUBLIC CLOTHING CORP.

D Employer Identification Number (EIN)
13-3762633

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

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO CORE BOND CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3222878-001	C	2311

a Name of MTIA, CCT, PSA, or 103-12 IE: WF INTERNATIONAL BOND CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6136833-001	C	3096

a Name of MTIA, CCT, PSA, or 103-12 IE: WF LARGE-CAP GROWTH CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
56-6649361-001	C	11045

a Name of MTIA, CCT, PSA, or 103-12 IE: WF THORNBURG INTL CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6651358-001	C	12690

a Name of MTIA, CCT, PSA, or 103-12 IE: WF TROWE PRICE INST LCG MGD CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6648614-001	C	5741

a Name of MTIA, CCT, PSA, or 103-12 IE: WF TROWEPRICE INST EQ INC MGD CIT A

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6586666-001	C	16704

a Name of MTIA, CCT, PSA, or 103-12 IE: WF/MFS VALUE CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6648640-001	C	31038

a Name of MTIA, CCT, PSA, or 103-12 IE: WF/MULTI-MANAGER SMALL CAP CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648658-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10816

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
REPUBLIC CLOTHING CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REPUBLIC CLOTHING CORP.

D Employer Identification Number (EIN)
13-3762633

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	783	1
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	249952	
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1432	18038
(9) Value of interest in common/collective trusts	1c(9)	54935	93441
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3101575	4305272
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3408677	4416752
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3408677	4416752

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	35397	
	(B) Participants	2a(1)(B)	438182	
	(C) Others (including rollovers)	2a(1)(C)	5904	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		479483
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	24	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	466	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		490
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	134243	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		134243
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	282649	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	282721	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-72
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-133	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-133

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		18174
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		487587
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1119772
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	77021	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		77021
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	34676	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		34676
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		111697
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1008075
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: MAYER HOFFMAN MCCANN CPAS **(2)** EIN: 43-1947695

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
REPUBLIC CLOTHING CORP. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
REPUBLIC CLOTHING CORP.

D Employer Identification Number (EIN)
13-3762633

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

REPUBLIC CLOTHING CORP. 401(k) PLAN

Financial Statements

and

Supplementary Information

December 31, 2013

REPUBLIC CLOTHING CORP. 401(k) PLAN

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Mayer Hoffman McCann CPAs
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INDEPENDENT AUDITOR'S REPORT

To the Trustees
Republic Clothing Corp. 401(k) Plan

Report on the 2013 Financial Statements

We were engaged to audit the accompanying financial statements of the Republic Clothing Corp. 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the 2013 Financial Statements

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

Auditor's Responsibility for the 2013 Financial Statements

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

Basis for Disclaimer of Opinion on the 2013 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") 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 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2013 Financial Statements

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 of Assets (Held at End of Year) as of December 31, 2013, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the 2013 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.

Report on Compiled 2012 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of the Republic Clothing Corp. 401(k) Plan as of December 31, 2012. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Mayer Hoffman McCann CPAs

October 8, 2014

REPUBLIC CLOTHING CORP. 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
		(Compiled)
Assets:		
Investments, at fair value (Notes 3, 4 and 5)	$ 4,398,714	$ 3,407,245
Note receivable from participant	18,038	1,432
Total assets	4,416,752	3,408,677
Liabilities:		
Excess contributions refundable (Note 9)	3,557	-
Net assets available for benefits	$ 4,413,195	$ 3,408,677

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

REPUBLIC CLOTHING CORP. 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Additions:	
Investment income (Note 4):	
Net appreciation in fair value of investments (Note 5)	$ 505,556
Dividend income	134,267
	639,823
Interest income on note receivable from participant	466
Contributions:	
Participant	434,625
Employer	35,397
Rollovers	5,904
	475,926
Total additions	1,116,215
Deductions:	
Benefits paid to participants	75,364
Corrective distributions	1,657
Expenses	34,676
Total deductions	111,697
Net increase	1,004,518
Net assets available for benefits:	
Beginning of year	3,408,677
End of year	$ 4,413,195

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

Note 1 - Description of Plan

The following description of the Republic Clothing Corp. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document or summary plan description for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a qualified defined contribution plan covering all employees of Republic Clothing Corp. (the "Company") who have completed six months of service. All non-resident aliens and union employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions

Each participant in the Plan can elect to contribute a percentage, between 2% and 20%, of their pre-tax annual compensation, as defined in the Plan, provided such amount will not cause the Plan to exceed certain limitations prescribed by the Internal Revenue Code ("IRC"). Participants age fifty or older who are making contributions to the Plan are allowed to make catch-up contributions as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. These amounts are credited to each participant's elective contribution account and rollover account, respectively.

Employer Contributions

The Company matches 16.66% of the amount of the participant's elective deferrals that do not exceed 6% of the participant's compensation for the plan year. In addition, the Company may, at its discretion, make an additional annual profit-sharing contribution to the Plan not to exceed certain limitations prescribed by the IRC. These contributions are credited to the account of eligible participants. A participant shall be eligible to receive the additional contribution for such plan year if he/she has completed one year of service and is an active employee on the last business day of the plan year or was terminated during the plan year due to retirement, death or disability. No such profit-sharing contribution was made for the year ended December 31, 2013.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, plan earnings or losses, and an allocation of discretionary profit-sharing contributions and 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.

Note 1 - Description of Plan (Continued)

Vesting

Participants are immediately vested in their voluntary contributions and rollover accounts, plus actual earnings thereon. Participants vest in the employer's matching and profit-sharing contribution accounts as follows:

After Years of Services	Vested Interest
1	20%
2	40%
3	60%
4	80%
5	100%

Investment Options

Upon enrollment in the Plan, a participant may direct their elective and employer contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and common/collective trust accounts as investment options for participants.

Participants may change their investment options daily.

Notes Receivable 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. The term of the loan is not to exceed five years unless the loan is used to buy a participant's principal residence. Participants may have no more than one loan outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% as of the date of the loan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

In the event of a participant's death or total and permanent disability, the participant or their beneficiary shall be entitled to receive the participant's entire accrued benefit. For termination of service for any other reason, a participant is entitled to receive their vested interest in their account. Payments are all made in lump-sum amounts.

Note 1 - Description of Plan (Continued)

Forfeitures

Forfeitures of the non-vested portion of the participant's matching and profit-sharing contributions are used to reduce employer contributions or pay plan expenses. At December 31, 2013 and 2012, forfeited nonvested accounts totalled approximately $19,000 and $17,000, respectively.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 3 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant's loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Note 2 - Summary of Significant Accounting Policies (Continued)

Plan Expenses

In accordance with the Plan, all administrative expenses may be paid out of the Plan unless paid by the Company. Fees related to the administration of notes receivable from participants and certain investment fees are charged directly to the participant's account and are included in administrative expenses. Other investment-related expenses are included in net appreciation in fair value of investments.

Unit Values

Individual participant accounts for the common/collective trust accounts are maintained on a unit value basis. Participants do not have beneficial ownership in the specific underlying securities or other assets in the accounts, but do have an interest therein represented by units valued daily. The accounts earn dividends and interest, which are automatically reinvested in additional units. Generally, contributions to and withdrawals from each account are converted to units by dividing the amounts of such transactions by the unit values as last determined, and the participants' accounts are charged or credited with the number of units properly attributable to each participant.

Risks and Uncertainties

The Plan is comprised of investments in various mutual funds and common/collective trust accounts. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported herein the statements of net assets available for benefits.

Note 3 - Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurement," provides the 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.

Note 3 - Fair Value Measurements (Continued)

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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 daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily Net Asset Value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust accounts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchase and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Additionally, there are no unfunded commitments.

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

Note 3 - Fair Value Measurements (Continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Allocation Fund	$ 1,043,290	$ -	$ -	$ 1,043,290
Bond Fund	666,701	-	-	666,701
Mid Cap Stock Fund	326,581	-	-	326,581
International Stock	723,387	-	-	723,387
Large Cap Stock Fund	1,254,150	-	-	1,254,150
Money Market	283,205	-	-	283,205
Other	4,453	3,505	-	7,958
Total mutual funds	4,301,767	3,505	-	4,305,272
Common/collective trust accounts:				
Bond Fund	-	5,407	-	5,407
International Stock	-	12,690	-	12,690
Large Cap Stock Fund	-	64,529	-	64,529
Small Cap Stock Fund	-	10,816	-	10,816
Total common/collective trust accounts	-	93,442	-	93,442
Total investments at fair value	$ 4,301,767	$ 96,947	$ -	$ 4,398,714

Note 3 - Fair Value Measurements (Continued)

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

	Level 1	Level 2	Level 3	Total
		(Compiled)		
Mutual funds:				
Allocation Fund	$ 836,513	$ -	$ -	$ 836,513
Bond Fund	604,594	-	-	604,594
Mid Cap Stock Fund	228,912	-	-	228,912
International Stock	529,093	-	-	529,093
Large Cap Stock Fund	876,715	-	-	876,715
Large Cap Growth Fund	9,046	-	-	9,046
Money Market	250,735	-	-	250,735
Equity Income Fund	12,571	-	-	12,571
Other	4,132	-	-	4,132
Total mutual funds	3,352,311	-	-	3,352,311
Common/collective trust accounts:				
Bond Fund	-	2,069	-	2,069
International Stock	-	15,365	-	15,365
Large Cap Stock Fund	-	30,128	-	30,128
Small Cap Stock Fund	-	7,372	-	7,372
Total common/collective trust accounts	-	54,934	-	54,934
Total investments at fair value	$ 3,352,311	$ 54,934	$ -	$ 3,407,245

Note 4 - Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments:

- Investments at fair value
- Net appreciation in fair value of investments
- Dividend income
- Schedule of assets (held at end of year)

Note 4 - Information Certified by the Trustee (Continued)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 5 - Investments

All the Plan's investments are participant directed. As of December 31, 2013, the Plan's investments that represented 5% or more of net assets available for benefits are as follows:

	2013	2012 *(Compiled)*
American Funds Euro Gr R3	$ 263,312	$ 204,118
American Funds Growth R3	$ 445,560	$ 303,607
Davis New York Venture/A	$ 332,062	$ 241,904
Lord Abbett Mid Cap Stock Fund A	$ 326,581	$ 228,921
Templeton Foreign/A	$ 222,581	*
Wells Fargo Advantage Core Bond Fund Ins	$ 504,159	$ 464,648
Wells Fargo Adv Asset Alloc Fund - Admin	$ 1,043,290	$ 836,513
Wells Fargo Adv Global Opp Fd - Admin	$ 222,154	*
Wells Fargo Adv. MMarket Fund - Service	$ 283,205	$ 250,735

*Not applicable, investment amount is below 5%.

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Common/collective trust accounts	$ 18,174
Mutual funds	487,382
	$ 505,556

Note 6 - 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 7 - Tax Status

The Company has adopted a prototype plan sponsored by Wystar Global Retirement Solutions, who has received a letter dated March 31, 2008 from the Internal Revenue Service that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 tax position that more likely than not would not be sustained upon examination by the taxing authority. 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 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 8 - Related Party and Party-in-Interest Transactions

Certain plan investments are shares of mutual funds and units of common/collective trust accounts managed by Wells Fargo. Wells Fargo is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

Note 9 - Excess Contributions Refundable

Contributions received from participants for 2013 are net of payments of $3,557 made in the month of March 2014 to certain active participants to return excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. At December 31, 2013, $3,557 has been included in the Plan's statement of net assets available for benefits as excess contributions refundable.

Note 10 - Nonparticipant-Directed Investments

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

	December 31, 2013	December 31, 2012
Net assets:		
Forfeiture account	$ 19,498	$ 17,183

	Year Ended December 31, 2013
Changes in net assets:	
Forfeitures relating to current year activities	$ 2,313
Appreciation	2
	$ 2,315

Note 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to Form 5500 at December 31, 2013:

Net assets available for benefits per the financial statements	$ 4,413,195
Add: Excess contributions refundable	3,557
Net assets available for benefits per Form 5500	$ 4,416,752

The following is a reconciliation of participant contributions according to the financial statements to Form 5500 for the year ended December 31, 2013:

Participant contributions per the financial statements	$ 434,625
Add: Excess contributions refundable	3,557
Employer contributions per Form 5500	$ 438,182

Note 12 - Subsequent Events

The Plan evaluated its financial statements for subsequent events through October 8, 2014, the date the financial statements were available to be issued, and has concluded that no such events or transactions took place which would require disclosure herein.

SUPPLEMENTARY INFORMATION

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Investments at fair value:				
	Acadian Emerging Markets Instl.- AT		366		$ 3,505
	American Funds Euro Gr R3		5,471		263,312
	American Funds Growth R3		10,511		445,560
	Aston Montag & Caldwell Gwth/N		435		12,269
	Davis New York Venture/A		8,019		332,062
	Fidelity Adv Eq Income/T		2,972		96,618
	Harbor International/Inst-AT		1,142		15,340
	Lord Abbett Affiliated/A		10,608		165,167
	Lord Abbett Mid Cap Stock Fund A		14,022		326,581
	PIMCO High Yield I - AT		59		1,197
	PIMCO Real Return/Institutional -AT		80		1,115
	PIMCO Total Return/Inst - AT		625		8,832
	T. Rowe Price Real Estate - AT		376		4,453
	Templeton Foreign/A		26,785		222,581
*	Wells Fargo Adv Asset Alloc Fd - Admin		73,835		1,043,290
*	Wells Fargo Adv Disc US Core Fd - Admin		3,244		50,451
	Total carried forward				$ 2,992,333

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

Note: This data is based upon information which has been certified as complete and accurate by the trustee.

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year) (Concluded)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Total brought forward				$ 2,992,333
*	Wells Fargo Adv Global Opp Fd - Admin		4,930		222,154
*	Wells Fargo Adv. High Yield Bd Fd - Adm		46,728		151,398
*	Wells Fargo Adv. MMarket Fund - Service [2]		283,206		283,205
*	Wells Fargo Advantage Core Bond Fund Ins		41,122		504,159
*	Wells Fargo Advantage Large Cap Growth I		3,408		152,023
*	Wells Fargo / MFS Value CIT AT		2,221		31,038
*	Wells Fargo /Multi-Manager Sm Cap CIT AT		751		10,816
*	Wells Fargo Core Bond CIT AT		181		2,311
*	Wells Fargo International Bond CIT AT		328		3,096
*	Wells Fargo International Equity CIT AT		1,026		12,690
*	Wells Fargo Large Cap Growth CIT AT		883		11,046
*	Wells Fargo/ T. Rowe Price I LCGM CIT AT		392		5,741
*	WF/T. R Price Inst. Eq. In. Man. CIT AT		1,457		16,704
					4,398,714
*	Note receivable from participant	(Interest rate 4.25%)			18,038
					$ 4,416,752

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

[2] Includes nonparticipant-directed forfeitures with a cost of $19,498, which approximates current value.

Note: This data is based upon information which has been certified as complete and accurate by the trustee, except note receivable from participant.

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Investments at fair value:				
	Acadian Emerging Markets Instl.- AT		366		$ 3,505
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	PIMCO Real Return/Institutional -AT		80		1,115
	PIMCO Total Return/Inst - AT		625		8,832
	T. Rowe Price Real Estate - AT		376		4,453
	Templeton Foreign/A		26,785		222,581
*	Wells Fargo Adv Asset Alloc Fd - Admin		73,835		1,043,290
*	Wells Fargo Adv Disc US Core Fd - Admin		3,244		50,451
	Total carried forward				$ 2,992,333

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

Note: This data is based upon information which has been certified as complete and accurate by the trustee.

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year) (Concluded)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Total brought forward				$ 2,992,333
*	Wells Fargo Adv Global Opp Fd - Admin		4,930		222,154
*	Wells Fargo Adv. High Yield Bd Fd - Adm		46,728		151,398
*	Wells Fargo Adv. MMarket Fund - Service [2]		283,206		283,205
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*	Wells Fargo Core Bond CIT AT		181		2,311
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*	Wells Fargo International Equity CIT AT		1,026		12,690
*	Wells Fargo Large Cap Growth CIT AT		883		11,046
*	Wells Fargo/ T. Rowe Price I LCGM CIT AT		392		5,741
*	WF/T. R Price Inst. Eq. In. Man. CIT AT		1,457		16,704
					4,398,714
*	Note receivable from participant	(Interest rate 4.25%)			18,038
					$ 4,416,752

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

[2] Includes nonparticipant-directed forfeitures with a cost of $19,498, which approximates current value.

Note: This data is based upon information which has been certified as complete and accurate by the trustee, except note receivable from participant.

REPUBLIC CLOTHING CORP. 401(k) PLAN

Financial Statements

and

Supplementary Information

December 31, 2013

REPUBLIC CLOTHING CORP. 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
Republic Clothing Corp. 401(k) Plan

Report on the 2013 Financial Statements

We were engaged to audit the accompanying financial statements of the Republic Clothing Corp. 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the 2013 Financial Statements

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

Auditor's Responsibility for the 2013 Financial Statements

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

Basis for Disclaimer of Opinion on the 2013 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") 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 4, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2013 Financial Statements

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 of Assets (Held at End of Year) as of December 31, 2013, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the 2013 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.

Report on Compiled 2012 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of the Republic Clothing Corp. 401(k) Plan as of December 31, 2012. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Mayer Hoffman McCann CPAs

October 8, 2014

REPUBLIC CLOTHING CORP. 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
		(Compiled)
Assets:		
Investments, at fair value (Notes 3, 4 and 5)	$ 4,398,714	$ 3,407,245
Note receivable from participant	18,038	1,432
Total assets	4,416,752	3,408,677
Liabilities:		
Excess contributions refundable (Note 9)	3,557	-
Net assets available for benefits	$ 4,413,195	$ 3,408,677

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

REPUBLIC CLOTHING CORP. 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013

Additions:	
Investment income (Note 4):	
Net appreciation in fair value of investments (Note 5)	$ 505,556
Dividend income	134,267
	639,823
Interest income on note receivable from participant	466
Contributions:	
Participant	434,625
Employer	35,397
Rollovers	5,904
	475,926
Total additions	1,116,215
Deductions:	
Benefits paid to participants	75,364
Corrective distributions	1,657
Expenses	34,676
Total deductions	111,697
Net increase	1,004,518
Net assets available for benefits:	
Beginning of year	3,408,677
End of year	$ 4,413,195

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

Note 1 - Description of Plan

The following description of the Republic Clothing Corp. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document or summary plan description for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a qualified defined contribution plan covering all employees of Republic Clothing Corp. (the "Company") who have completed six months of service. All non-resident aliens and union employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions

Each participant in the Plan can elect to contribute a percentage, between 2% and 20%, of their pre-tax annual compensation, as defined in the Plan, provided such amount will not cause the Plan to exceed certain limitations prescribed by the Internal Revenue Code ("IRC"). Participants age fifty or older who are making contributions to the Plan are allowed to make catch-up contributions as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. These amounts are credited to each participant's elective contribution account and rollover account, respectively.

Employer Contributions

The Company matches 16.66% of the amount of the participant's elective deferrals that do not exceed 6% of the participant's compensation for the plan year. In addition, the Company may, at its discretion, make an additional annual profit-sharing contribution to the Plan not to exceed certain limitations prescribed by the IRC. These contributions are credited to the account of eligible participants. A participant shall be eligible to receive the additional contribution for such plan year if he/she has completed one year of service and is an active employee on the last business day of the plan year or was terminated during the plan year due to retirement, death or disability. No such profit-sharing contribution was made for the year ended December 31, 2013.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, plan earnings or losses, and an allocation of discretionary profit-sharing contributions and 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.

Note 1 - Description of Plan (Continued)

Vesting

Participants are immediately vested in their voluntary contributions and rollover accounts, plus actual earnings thereon. Participants vest in the employer's matching and profit-sharing contribution accounts as follows:

After Years of Services	Vested Interest
1	20%
2	40%
3	60%
4	80%
5	100%

Investment Options

Upon enrollment in the Plan, a participant may direct their elective and employer contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and common/collective trust accounts as investment options for participants.

Participants may change their investment options daily.

Notes Receivable 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. The term of the loan is not to exceed five years unless the loan is used to buy a participant's principal residence. Participants may have no more than one loan outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% as of the date of the loan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

In the event of a participant's death or total and permanent disability, the participant or their beneficiary shall be entitled to receive the participant's entire accrued benefit. For termination of service for any other reason, a participant is entitled to receive their vested interest in their account. Payments are all made in lump-sum amounts.

Note 1 - Description of Plan (Continued)

Forfeitures

Forfeitures of the non-vested portion of the participant's matching and profit-sharing contributions are used to reduce employer contributions or pay plan expenses. At December 31, 2013 and 2012, forfeited nonvested accounts totalled approximately $19,000 and $17,000, respectively.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 3 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant's loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Note 2 - Summary of Significant Accounting Policies (Continued)

Plan Expenses

In accordance with the Plan, all administrative expenses may be paid out of the Plan unless paid by the Company. Fees related to the administration of notes receivable from participants and certain investment fees are charged directly to the participant's account and are included in administrative expenses. Other investment-related expenses are included in net appreciation in fair value of investments.

Unit Values

Individual participant accounts for the common/collective trust accounts are maintained on a unit value basis. Participants do not have beneficial ownership in the specific underlying securities or other assets in the accounts, but do have an interest therein represented by units valued daily. The accounts earn dividends and interest, which are automatically reinvested in additional units. Generally, contributions to and withdrawals from each account are converted to units by dividing the amounts of such transactions by the unit values as last determined, and the participants' accounts are charged or credited with the number of units properly attributable to each participant.

Risks and Uncertainties

The Plan is comprised of investments in various mutual funds and common/collective trust accounts. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported herein the statements of net assets available for benefits.

Note 3 - Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurement," provides the 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.

Note 3 - Fair Value Measurements (Continued)

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

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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 daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily Net Asset Value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust accounts: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchase and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Additionally, there are no unfunded commitments.

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

Note 3 - Fair Value Measurements (Continued)

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

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Allocation Fund	$ 1,043,290	$ -	$ -	$ 1,043,290
Bond Fund	666,701	-	-	666,701
Mid Cap Stock Fund	326,581	-	-	326,581
International Stock	723,387	-	-	723,387
Large Cap Stock Fund	1,254,150	-	-	1,254,150
Money Market	283,205	-	-	283,205
Other	4,453	3,505	-	7,958
Total mutual funds	4,301,767	3,505	-	4,305,272
Common/collective trust accounts:				
Bond Fund	-	5,407	-	5,407
International Stock	-	12,690	-	12,690
Large Cap Stock Fund	-	64,529	-	64,529
Small Cap Stock Fund	-	10,816	-	10,816
Total common/collective trust accounts	-	93,442	-	93,442
Total investments at fair value	$ 4,301,767	$ 96,947	$ -	$ 4,398,714

Note 3 - Fair Value Measurements (Continued)

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

	Level 1	Level 2	Level 3	Total
		(Compiled)		
Mutual funds:				
Allocation Fund	$ 836,513	$ -	$ -	$ 836,513
Bond Fund	604,594	-	-	604,594
Mid Cap Stock Fund	228,912	-	-	228,912
International Stock	529,093	-	-	529,093
Large Cap Stock Fund	876,715	-	-	876,715
Large Cap Growth Fund	9,046	-	-	9,046
Money Market	250,735	-	-	250,735
Equity Income Fund	12,571	-	-	12,571
Other	4,132	-	-	4,132
Total mutual funds	3,352,311	-	-	3,352,311
Common/collective trust accounts:				
Bond Fund	-	2,069	-	2,069
International Stock	-	15,365	-	15,365
Large Cap Stock Fund	-	30,128	-	30,128
Small Cap Stock Fund	-	7,372	-	7,372
Total common/collective trust accounts	-	54,934	-	54,934
Total investments at fair value	$ 3,352,311	$ 54,934	$ -	$ 3,407,245

Note 4 - Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate with respect to investments:

- Investments at fair value
- Net appreciation in fair value of investments
- Dividend income
- Schedule of assets (held at end of year)

Note 4 - Information Certified by the Trustee (Continued)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 5 - Investments

All the Plan's investments are participant directed. As of December 31, 2013, the Plan's investments that represented 5% or more of net assets available for benefits are as follows:

	2013	2012 *(Compiled)*
American Funds Euro Gr R3	$ 263,312	$ 204,118
American Funds Growth R3	$ 445,560	$ 303,607
Davis New York Venture/A	$ 332,062	$ 241,904
Lord Abbett Mid Cap Stock Fund A	$ 326,581	$ 228,921
Templeton Foreign/A	$ 222,581	*
Wells Fargo Advantage Core Bond Fund Ins	$ 504,159	$ 464,648
Wells Fargo Adv Asset Alloc Fund - Admin	$ 1,043,290	$ 836,513
Wells Fargo Adv Global Opp Fd - Admin	$ 222,154	*
Wells Fargo Adv. MMarket Fund - Service	$ 283,205	$ 250,735

*Not applicable, investment amount is below 5%.

During the year ended December 31, 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Common/collective trust accounts	$ 18,174
Mutual funds	487,382
	$ 505,556

Note 6 - 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 7 - Tax Status

The Company has adopted a prototype plan sponsored by Wystar Global Retirement Solutions, who has received a letter dated March 31, 2008 from the Internal Revenue Service that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 tax position that more likely than not would not be sustained upon examination by the taxing authority. 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 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 8 - Related Party and Party-in-Interest Transactions

Certain plan investments are shares of mutual funds and units of common/collective trust accounts managed by Wells Fargo. Wells Fargo is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

Note 9 - Excess Contributions Refundable

Contributions received from participants for 2013 are net of payments of $3,557 made in the month of March 2014 to certain active participants to return excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. At December 31, 2013, $3,557 has been included in the Plan's statement of net assets available for benefits as excess contributions refundable.

Note 10 - Nonparticipant-Directed Investments

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

	December 31, 2013	December 31, 2012
Net assets:		
Forfeiture account	$ 19,498	$ 17,183

	Year Ended December 31, 2013
Changes in net assets:	
Forfeitures relating to current year activities	$ 2,313
Appreciation	2
	$ 2,315

Note 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to Form 5500 at December 31, 2013:

Net assets available for benefits per the financial statements	$ 4,413,195
Add: Excess contributions refundable	3,557
Net assets available for benefits per Form 5500	$ 4,416,752

The following is a reconciliation of participant contributions according to the financial statements to Form 5500 for the year ended December 31, 2013:

Participant contributions per the financial statements	$ 434,625
Add: Excess contributions refundable	3,557
Employer contributions per Form 5500	$ 438,182

Note 12 - Subsequent Events

The Plan evaluated its financial statements for subsequent events through October 8, 2014, the date the financial statements were available to be issued, and has concluded that no such events or transactions took place which would require disclosure herein.

SUPPLEMENTARY INFORMATION

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Investments at fair value:				
	Acadian Emerging Markets Instl.- AT		366		$ 3,505
	American Funds Euro Gr R3		5,471		263,312
	American Funds Growth R3		10,511		445,560
	Aston Montag & Caldwell Gwth/N		435		12,269
	Davis New York Venture/A		8,019		332,062
	Fidelity Adv Eq Income/T		2,972		96,618
	Harbor International/Inst-AT		1,142		15,340
	Lord Abbett Affiliated/A		10,608		165,167
	Lord Abbett Mid Cap Stock Fund A		14,022		326,581
	PIMCO High Yield I - AT		59		1,197
	PIMCO Real Return/Institutional -AT		80		1,115
	PIMCO Total Return/Inst - AT		625		8,832
	T. Rowe Price Real Estate - AT		376		4,453
	Templeton Foreign/A		26,785		222,581
*	Wells Fargo Adv Asset Alloc Fd - Admin		73,835		1,043,290
*	Wells Fargo Adv Disc US Core Fd - Admin		3,244		50,451
	Total carried forward				$ 2,992,333

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

Note: This data is based upon information which has been certified as complete and accurate by the trustee.

REPUBLIC CLOTHING CORP. 401(k) PLAN

(Supplementary Information)

Schedule H, line 4i - Schedule of Assets (Held at End of Year) (Concluded)

as of December 31, 2013

EIN: 13-3762633

PN: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value		(d) Cost[1]	(e) Current value
		Interest Rate	Shares/Units		
	Total brought forward				$ 2,992,333
*	Wells Fargo Adv Global Opp Fd - Admin		4,930		222,154
*	Wells Fargo Adv. High Yield Bd Fd - Adm		46,728		151,398
*	Wells Fargo Adv. MMarket Fund - Service [2]		283,206		283,205
*	Wells Fargo Advantage Core Bond Fund Ins		41,122		504,159
*	Wells Fargo Advantage Large Cap Growth I		3,408		152,023
*	Wells Fargo / MFS Value CIT AT		2,221		31,038
*	Wells Fargo /Multi-Manager Sm Cap CIT AT		751		10,816
*	Wells Fargo Core Bond CIT AT		181		2,311
*	Wells Fargo International Bond CIT AT		328		3,096
*	Wells Fargo International Equity CIT AT		1,026		12,690
*	Wells Fargo Large Cap Growth CIT AT		883		11,046
*	Wells Fargo/ T. Rowe Price I LCGM CIT AT		392		5,741
*	WF/T. R Price Inst. Eq. In. Man. CIT AT		1,457		16,704
					4,398,714
*	Note receivable from participant	(Interest rate 4.25%)			18,038
					$ 4,416,752

* Represents a party-in-interest as defined by ERISA.

[1] Cost information may be omitted for plan assets, which are participant-directed.

[2] Includes nonparticipant-directed forfeitures with a cost of $19,498, which approximates current value.

Note: This data is based upon information which has been certified as complete and accurate by the trustee, except note receivable from participant.