

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan DELAWARE NORTH COMPANIES 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">004</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1985</td> </tr> </table>	1b Three-digit plan number (PN) ▶	004	1c Effective date of plan 01/01/1985	
1b Three-digit plan number (PN) ▶	004				
1c Effective date of plan 01/01/1985					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) DELAWARE NORTH COMPANIES, INC. 40 FOUNTAIN PLAZA BUFFALO, NY 14202-2229	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 16-6045020</td> </tr> <tr> <td>2c Sponsor's telephone number 716-858-5000</td> </tr> <tr> <td>2d Business code (see instructions) 541600</td> </tr> </table>	2b Employer Identification Number (EIN) 16-6045020	2c Sponsor's telephone number 716-858-5000	2d Business code (see instructions) 541600	
2b Employer Identification Number (EIN) 16-6045020					
2c Sponsor's telephone number 716-858-5000					
2d Business code (see instructions) 541600					

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	STEVEN PRZYBYL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	STEVEN PRZYBYL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 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 7693
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 7265
b Retired or separated participants receiving benefits		6b 17
c Other retired or separated participants entitled to future benefits.....		6c 627
d Subtotal. Add lines 6a , 6b , and 6c		6d 7909
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 35
f Total. Add lines 6d and 6e		6f 7944
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 2985
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan DELAWARE NORTH COMPANIES 401(K) PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 DELAWARE NORTH COMPANIES, INC.	D Employer Identification Number (EIN) 16-6045020	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

MASSMUTUAL RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 59 60 62 63 64 65 72 99	N/A	55660	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MORGANSTANLEY SMITHBARNEY LLC

26-4310632

(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?
49 50 55 99	N/A	78000	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TRONCONI SEGARRA & ASSOCIATES

04-3728817

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	N/A	5250	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)

HARTER SEACREST & EMERY

16-0766172

(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?
29 50	N/A	1739	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RELiance TRUST COMPANY

58-1428634

(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?
19 25 99	N/A	0	Yes ☒ No ☐	Yes ☐ No ☒	7687	Yes ☐ No ☒

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

MESIROW FINANCIAL INVESTMENT MANAGE

36-3429599

(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?
49	N/A	0	Yes ☒ No ☐	Yes ☐ No ☒	22	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)

MORGANSTANLEY SMITHBARNEY

26-4310844

(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?
49 99	N/A	0	Yes ☒ No ☐	Yes ☐ No ☒	325	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
HARTFORD RETIREMENT SERVICES, LLC	52 59 60 62 63	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE FORM 5500 SCHEDULE C REPORT		SEE FORM 5500 SCHEDULE C REPORT
26-1589907		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RELiance TRUST COMPANY	19 25 99	7687
(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.
MASSMUTUAL RETIREMENT SERVICES, LLC		SEE FORM 5500 SCHEDULE C REPORT
26-1589907		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MANAGE	49	22
(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.
MASSACHUSETTS MUTUAL LIFE INS CO		SEE FORM 5500 SCHEDULE C REPORT
04-1590850		

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
MORGANSTANLEY SMITHBARNEY	49 99	325
(d) Enter name and EIN (address) of source of indirect compensation MASSACHUSETTS MUTUAL LIFE INS CO 04-1590850		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SEE ATTACHED FORM 5500 SCHEDULE C REPORT		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
(a) Enter service provider name as it appears on line 2		
(b) Service Codes (see instructions)		
(c) Enter amount of indirect compensation		
(d) Enter name and EIN (address) of source of indirect compensation		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
DELAWARE NORTH COMPANIES 401(K) PLAN

B Three-digit plan number (PN)	004
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DELAWARE NORTH COMPANIES, INC.

D	Employer Identification Number (EIN)
	16-6045020

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INVESCO STABLE VALUE FUND**

b Name of sponsor of entity listed in (a): **AMVESCAP NATIONAL TRUST COMPANY**

c EIN-PN 84-1142974-001	d Entity code c	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16722591
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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
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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
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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 <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>DELAWARE NORTH COMPANIES 401(K) PLAN</u>		B Three-digit plan number (PN) <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DELAWARE NORTH COMPANIES, INC.</u>		D Employer Identification Number (EIN) <u>16-6045020</u>

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	<u>117756</u>	<u>398107</u>
(2) Participant contributions.....	1b(2)	<u>209853</u>	<u>730211</u>
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	<u>2646290</u>	<u>2873075</u>
(9) Value of interest in common/collective trusts	1c(9)	<u>18194553</u>	<u>16722591</u>
(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)	<u>119296184</u>	<u>149445464</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	140464636	170169448

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	140464636	170169448
---	-----------	-----------	-----------

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)	3873307	
(B) Participants	2a(1)(B)	8282217	
(C) Others (including rollovers)	2a(1)(C)	901973	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		13057497
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	101815	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		101815
(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)	5756456	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5756456
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-703991
(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)		20722681
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		38934458

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	9117956	
(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)		9117956
f Corrective distributions (see instructions).....	2f		6402
g Certain deemed distributions of participant loans (see instructions).....	2g		6805
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	6990	
(2) Contract administrator fees.....	2i(2)	55661	
(3) Investment advisory and management fees.....	2i(3)	78000	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		140651
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9271814

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		29662644
l Transfers of assets:			
(1) To this plan.....	2l(1)		54135
(2) From this plan.....	2l(2)		11967

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: TRONCONI SEGARRA

(2) EIN: 04-3728817

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
DELAWARE NORTH UNION 401(K)PLAN	16-1290359	007

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 DELAWARE NORTH COMPANIES 401(K) PLAN				B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 DELAWARE NORTH COMPANIES, INC.				D Employer Identification Number (EIN) 16-6045020	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 06-0974148					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

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): _____

**Delaware North Companies
401(k) Plan**

**Financial Statements and
Supplemental Schedule**

December 31, 2013 and 2012

Delaware North Companies
401(k) Plan
Financial Statements
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Report of Independent Auditors

To the Participants and Plan administrator of the
Delaware North Companies 401(k) Plan
Buffalo, New York

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing such information with the

related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Troiani Segura & Associates LLP

October 7, 2014

Delaware North Companies

401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<i>Investments, at fair value</i>	\$ 166,335,281	\$ 138,218,519
<i>Receivables:</i>		
Employer contributions	398,107	117,756
Participant contributions	730,211	209,853
Notes receivable from participants	<u>2,873,075</u>	<u>2,646,290</u>
Total receivables	<u>4,001,393</u>	<u>2,973,899</u>
Total assets	170,336,674	141,192,418
<i>Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts</i>	<u>(167,226)</u>	<u>(727,782)</u>
Net assets available for benefits	<u>\$ 170,169,448</u>	<u>\$ 140,464,636</u>

See report of independent auditors and notes to financial statements.

Delaware North Companies

401(k) Plan

Statements of Changes in Net Assets Available for Benefits

For the years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<i>Additions to Net Assets Attributed to:</i>		
Investment income:		
Interest and dividends	\$ 5,756,456	\$ 3,355,080
Interest income on notes receivable from participants	<u>101,815</u>	<u>113,735</u>
Total investment income	<u>5,858,271</u>	<u>3,468,815</u>
Contributions:		
Employer	3,873,307	3,610,517
Participant	<u>9,184,190</u>	<u>9,317,172</u>
Total contributions	<u>13,057,497</u>	<u>12,927,689</u>
Total additions	<u>18,915,768</u>	<u>16,396,504</u>
<i>Net Appreciation in Fair Value of Investments</i>	<u>20,018,690</u>	<u>11,720,686</u>
<i>Deductions from Net Assets Attributed to:</i>		
Benefits paid to participants	9,131,163	10,198,307
Administrative expenses	<u>140,651</u>	<u>121,070</u>
Total deductions	<u>9,271,814</u>	<u>10,319,377</u>
<i>Plan-to-Plan Transfers, net</i>	<u>42,168</u>	<u>609</u>
Net increase	29,704,812	17,798,422
<i>Net Assets Available for Benefits:</i>		
Beginning of year	<u>140,464,636</u>	<u>122,666,214</u>
End of year	<u>\$ 170,169,448</u>	<u>\$ 140,464,636</u>

See report of independent auditors and notes to financial statements.

Delaware North Companies
401(k) Plan
Notes to Financial Statements

1. Description of the Plan

The following brief description of the Delaware North Companies 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution plan sponsored by Delaware North Companies, Inc. (“Plan Sponsor” or the “Company”). The Company also administers the Plan, which provides benefits to eligible employees of the Company and affiliated employers, as defined in the Plan document.

As defined in the Plan document, full time employees of the Company and affiliated employers are eligible to participate in the Plan following the completion of three months of participation service and upon reaching age twenty-one. All other employees of the Company and affiliated employers are eligible to participate in the Plan following the completion of one year of service and upon reaching age twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code (the “Code”).

Contributions – Participants may elect to contribute between 1% and 50% of their annual compensation, limited to the amount imposed by law. Participants age 50 or older may also elect to make a catch-up contribution limited to the amount imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (i.e., rollovers). Rollover contributions totaled \$901,973 and \$1,648,044 for the years ended December 31, 2013 and 2012, respectively.

In accordance with the Plan document, the Company matches 100% of each plan participant’s voluntary contribution up to 3%, plus 50% of a participant’s voluntary contribution from over 3% to 5%. Participants are eligible to participate in the Company match after one year of completed service. Such contributions comply with the Plan’s safe harbor provisions.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Plan Sponsor contributions, transfers from other plans, and earnings on the participant-directed investments. Participant accounts are decreased by participant distributions, transfers to other plans, losses on the participant-directed investments and certain administrative expenses, if applicable. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting – Participants are immediately fully vested in their salary deferral, rollover contributions, safe harbor basic matching contributions, and actual earnings thereon. The non-elective allocated Company contribution vests 33% after three years of participation service, 67% after four, and 100% after five years. All Company contributions are fully vested upon the occurrence of certain events which include completion of the required participation service, attainment of normal retirement age, death or permanent disability.

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive installment distributions or a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants older than age 59½.

Notes Receivable from Participants – Participants are permitted to borrow a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms shall not exceed 5 years or a maximum of 15 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are required to be repaid in equal installments over the term of the loan.

Notes receivable from participants are presented at the unpaid principal balance plus any unpaid accrued interest. Principal and interest is paid ratably through each payroll deduction. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Income Taxes – The Plan received its latest determination letter from the Internal Revenue Service ("IRS") dated May 13, 2005, stating that the Plan, as then designed, is in compliance with the applicable requirements of the IRS. The Plan has been amended subsequent to the IRS determination letter. However, the Plan administrator believes that the Plan is operating in compliance with the requirements of the Code. Therefore, the Plan is qualified and the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require the Company's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Company's management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Forfeitures – The non-vested balances of participant accounts for those participants who have ceased employment with the Company or an affiliated employer are forfeited upon the occurrence of a one-year break in service. At the Plan Sponsor’s discretion, forfeitures arising during any plan year may be used to reduce the Company’s contributions and pay the Plan’s administrative expenses. Forfeitures totaled \$18,540 and \$12,815 during the years ended December 31, 2013 and 2012, respectively.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts as of the effective date of termination.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

As described within Financial Accounting Standards Board Accounting Standards Codification Topic 946, *Financial Services – Investment Companies* (the “Topic”), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the Topic, the Statements of Net Assets Available for Benefits should present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

Valuation of Investments – The Plan’s investments consist of mutual funds and a common/collective trust. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. Units held in the common/collective trust consist of holdings in fully benefit-responsive investment contracts and are reported at fair value and are adjusted to contract value in the accompanying Statements of Net Assets Available for Benefits.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

The Plan presents in the accompanying Statements of Changes in Net Assets Available for Benefits the net appreciation in the fair value of its investments which consists of the realized net gains and the unrealized net appreciation of those investments. 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.

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

Plan Expenses – Substantially all expenses of the Plan including investment advisory, legal expenses and audit fees are funded as a percentage of total assets under the provisions of the Plan. Loan maintenance and setup fees are paid directly from participant accounts.

Benefit Payments – Benefits are recorded when paid.

Party-in-Interest Transactions – Certain Plan investments are shares of mutual funds and units of a common/collective trust managed by Reliance Trust Company (“Reliance”). Reliance is the Plan trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan has evaluated subsequent events, for recognition or disclosure through October 7, 2014, the date the accompanying financial statements were available to be issued.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance has certified that the following data included in the accompanying financial statements and supplemental information is complete and accurate.

Individual investments that have met or exceeded 5% of the Plan's net assets at December 31, 2013 or 2012, respectively, have been separately identified:

	<u>2013</u>	<u>2012</u>
Mutual funds, valued at quoted market prices:		
American Funds AMCAP Fund - A	\$ 26,953,825	\$ 20,185,034
BlackRock Global Allocation - I	9,189,725	7,395,669
Clearbridge Appreciation A	10,727,481	-
Davis New York Venture Fund - A	-	8,065,087
JPMorgan Mid Cap Value Instl	9,894,916	7,664,559
MFS Government Securities Fund - R4	13,958,357	13,175,172
MFS International New Discovery Fund - R4	10,407,125	8,897,889
MFS Research Bond Fund - R4	14,086,881	13,404,814
MFS Value Fund - A	20,720,912	15,831,136
Vanguard Small Cap Index Signal	10,142,455	7,026,445
Other	23,363,787	17,650,379
	<u>149,445,464</u>	<u>119,296,184</u>
Common/collective trust at contract value:		
Invesco Stable Value Fund	16,722,591	18,194,553
Notes receivable from participants	<u>2,873,075</u>	<u>2,646,290</u>
	<u>\$ 169,041,130</u>	<u>\$ 140,137,027</u>

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited) (continued)

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2013</u>	<u>2012</u>
Investment income:		
Interest and dividends	\$ 5,858,271	\$ 3,468,815
Net appreciation (depreciation) in current value of investments:		
Common/collective trust	(703,990)	1,430,479
Mutual funds	<u>20,722,680</u>	<u>10,290,207</u>
	<u>20,018,690</u>	<u>11,720,686</u>
	<u>\$ 25,876,961</u>	<u>\$ 15,189,501</u>

4. Fair Value Measurements

The schedule below provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Inputs – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability. There were no assets of the Plan that utilized Level 3 inputs as its primary basis for calculating fair value as of December 31, 2013 and 2012.

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

The following table sets forth by level within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Level 1:		
Mutual funds	\$ 149,445,464	\$ 119,296,184
Level 2:		
Common/collective trust	<u>16,889,817</u>	<u>18,922,335</u>
	<u>\$ 166,335,281</u>	<u>\$ 138,218,519</u>

Supplemental Schedule

Delaware North Companies
401(k) Plan
Form 5500 - Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2013

EIN #16-6045020
Plan #004

(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	(e) Current Value
*	<i>MFS Investment Management</i>		
	MFS Value Fund - A	Mutual Fund	\$ 20,720,912
	MFS Research Bond Fund - R4	Mutual Fund	14,086,881
	MFS Government Securities Fund - R4	Mutual Fund	13,958,357
	MFS International New Discovery Fund - R4	Mutual Fund	10,407,125
	MFS International Value - R4	Mutual Fund	7,699,508
	<i>American Funds</i>		
	American Funds AMCAP Fund - A	Mutual Fund	26,953,825
	American Funds New Perspective - A	Mutual Fund	2,130,775
	<i>BlackRock</i>		
	BlackRock Global Allocation - I	Mutual Fund	9,189,725
	<i>The Dreyfus Corporation</i>		
	Dreyfus Basic S&P 500 Index Fund - A	Mutual Fund	3,057,398
	<i>Legg Mason</i>		
	ClearBridge Appreciation A	Mutual Fund	10,727,481
	<i>Franklin Templeton Group of Funds</i>		
	Templeton Global Bond Fund - ADV	Mutual Fund	4,881,471
	<i>Invesco Funds</i>		
	Invesco Stable Value Fund	Common/Collective Trust	16,722,591
	Invesco Developing Markets - R5	Mutual Fund	5,594,635
	<i>JPMorgan</i>		
	JPMorgan Mid Cap Value Instl	Mutual Fund	9,894,916
	<i>Vanguard</i>		
	Vanguard Small Cap Index Signal	Mutual Fund	10,142,455
			166,168,055
*	<i>Participant Loans</i>	4.25% - 10.50%	2,873,075
	Total assets held for investment		\$ 169,041,130
*	Party-in-interest		

See report of independent auditors.

**Delaware North Companies
401(k) Plan**

**Financial Statements and
Supplemental Schedule**

December 31, 2013 and 2012

Delaware North Companies
401(k) Plan
Financial Statements
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Report of Independent Auditors

To the Participants and Plan administrator of the
Delaware North Companies 401(k) Plan
Buffalo, New York

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing such information with the

related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Troiani Segura & Associates LLP

October 7, 2014

Delaware North Companies

401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<i>Investments, at fair value</i>	\$ 166,335,281	\$ 138,218,519
<i>Receivables:</i>		
Employer contributions	398,107	117,756
Participant contributions	730,211	209,853
Notes receivable from participants	<u>2,873,075</u>	<u>2,646,290</u>
Total receivables	<u>4,001,393</u>	<u>2,973,899</u>
Total assets	170,336,674	141,192,418
<i>Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts</i>	<u>(167,226)</u>	<u>(727,782)</u>
Net assets available for benefits	<u>\$ 170,169,448</u>	<u>\$ 140,464,636</u>

See report of independent auditors and notes to financial statements.

Delaware North Companies

401(k) Plan

Statements of Changes in Net Assets Available for Benefits

For the years ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<i>Additions to Net Assets Attributed to:</i>		
Investment income:		
Interest and dividends	\$ 5,756,456	\$ 3,355,080
Interest income on notes receivable from participants	<u>101,815</u>	<u>113,735</u>
Total investment income	<u>5,858,271</u>	<u>3,468,815</u>
Contributions:		
Employer	3,873,307	3,610,517
Participant	<u>9,184,190</u>	<u>9,317,172</u>
Total contributions	<u>13,057,497</u>	<u>12,927,689</u>
Total additions	<u>18,915,768</u>	<u>16,396,504</u>
<i>Net Appreciation in Fair Value of Investments</i>	<u>20,018,690</u>	<u>11,720,686</u>
<i>Deductions from Net Assets Attributed to:</i>		
Benefits paid to participants	9,131,163	10,198,307
Administrative expenses	<u>140,651</u>	<u>121,070</u>
Total deductions	<u>9,271,814</u>	<u>10,319,377</u>
<i>Plan-to-Plan Transfers, net</i>	<u>42,168</u>	<u>609</u>
Net increase	29,704,812	17,798,422
<i>Net Assets Available for Benefits:</i>		
Beginning of year	<u>140,464,636</u>	<u>122,666,214</u>
End of year	<u>\$ 170,169,448</u>	<u>\$ 140,464,636</u>

See report of independent auditors and notes to financial statements.

Delaware North Companies
401(k) Plan
Notes to Financial Statements

1. Description of the Plan

The following brief description of the Delaware North Companies 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution plan sponsored by Delaware North Companies, Inc. (“Plan Sponsor” or the “Company”). The Company also administers the Plan, which provides benefits to eligible employees of the Company and affiliated employers, as defined in the Plan document.

As defined in the Plan document, full time employees of the Company and affiliated employers are eligible to participate in the Plan following the completion of three months of participation service and upon reaching age twenty-one. All other employees of the Company and affiliated employers are eligible to participate in the Plan following the completion of one year of service and upon reaching age twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code (the “Code”).

Contributions – Participants may elect to contribute between 1% and 50% of their annual compensation, limited to the amount imposed by law. Participants age 50 or older may also elect to make a catch-up contribution limited to the amount imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (i.e., rollovers). Rollover contributions totaled \$901,973 and \$1,648,044 for the years ended December 31, 2013 and 2012, respectively.

In accordance with the Plan document, the Company matches 100% of each plan participant’s voluntary contribution up to 3%, plus 50% of a participant’s voluntary contribution from over 3% to 5%. Participants are eligible to participate in the Company match after one year of completed service. Such contributions comply with the Plan’s safe harbor provisions.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Plan Sponsor contributions, transfers from other plans, and earnings on the participant-directed investments. Participant accounts are decreased by participant distributions, transfers to other plans, losses on the participant-directed investments and certain administrative expenses, if applicable. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting – Participants are immediately fully vested in their salary deferral, rollover contributions, safe harbor basic matching contributions, and actual earnings thereon. The non-elective allocated Company contribution vests 33% after three years of participation service, 67% after four, and 100% after five years. All Company contributions are fully vested upon the occurrence of certain events which include completion of the required participation service, attainment of normal retirement age, death or permanent disability.

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive installment distributions or a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants older than age 59½.

Notes Receivable from Participants – Participants are permitted to borrow a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms shall not exceed 5 years or a maximum of 15 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are required to be repaid in equal installments over the term of the loan.

Notes receivable from participants are presented at the unpaid principal balance plus any unpaid accrued interest. Principal and interest is paid ratably through each payroll deduction. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Income Taxes – The Plan received its latest determination letter from the Internal Revenue Service ("IRS") dated May 13, 2005, stating that the Plan, as then designed, is in compliance with the applicable requirements of the IRS. The Plan has been amended subsequent to the IRS determination letter. However, the Plan administrator believes that the Plan is operating in compliance with the requirements of the Code. Therefore, the Plan is qualified and the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require the Company's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Company's management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Forfeitures – The non-vested balances of participant accounts for those participants who have ceased employment with the Company or an affiliated employer are forfeited upon the occurrence of a one-year break in service. At the Plan Sponsor’s discretion, forfeitures arising during any plan year may be used to reduce the Company’s contributions and pay the Plan’s administrative expenses. Forfeitures totaled \$18,540 and \$12,815 during the years ended December 31, 2013 and 2012, respectively.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts as of the effective date of termination.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

As described within Financial Accounting Standards Board Accounting Standards Codification Topic 946, *Financial Services – Investment Companies* (the “Topic”), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the Topic, the Statements of Net Assets Available for Benefits should present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

Valuation of Investments – The Plan’s investments consist of mutual funds and a common/collective trust. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. Units held in the common/collective trust consist of holdings in fully benefit-responsive investment contracts and are reported at fair value and are adjusted to contract value in the accompanying Statements of Net Assets Available for Benefits.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

The Plan presents in the accompanying Statements of Changes in Net Assets Available for Benefits the net appreciation in the fair value of its investments which consists of the realized net gains and the unrealized net appreciation of those investments. 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.

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

Plan Expenses – Substantially all expenses of the Plan including investment advisory, legal expenses and audit fees are funded as a percentage of total assets under the provisions of the Plan. Loan maintenance and setup fees are paid directly from participant accounts.

Benefit Payments – Benefits are recorded when paid.

Party-in-Interest Transactions – Certain Plan investments are shares of mutual funds and units of a common/collective trust managed by Reliance Trust Company (“Reliance”). Reliance is the Plan trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan has evaluated subsequent events, for recognition or disclosure through October 7, 2014, the date the accompanying financial statements were available to be issued.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance has certified that the following data included in the accompanying financial statements and supplemental information is complete and accurate.

Individual investments that have met or exceeded 5% of the Plan's net assets at December 31, 2013 or 2012, respectively, have been separately identified:

	<u>2013</u>	<u>2012</u>
Mutual funds, valued at quoted market prices:		
American Funds AMCAP Fund - A	\$ 26,953,825	\$ 20,185,034
BlackRock Global Allocation - I	9,189,725	7,395,669
Clearbridge Appreciation A	10,727,481	-
Davis New York Venture Fund - A	-	8,065,087
JPMorgan Mid Cap Value Instl	9,894,916	7,664,559
MFS Government Securities Fund - R4	13,958,357	13,175,172
MFS International New Discovery Fund - R4	10,407,125	8,897,889
MFS Research Bond Fund - R4	14,086,881	13,404,814
MFS Value Fund - A	20,720,912	15,831,136
Vanguard Small Cap Index Signal	10,142,455	7,026,445
Other	23,363,787	17,650,379
	<u>149,445,464</u>	<u>119,296,184</u>
Common/collective trust at contract value:		
Invesco Stable Value Fund	16,722,591	18,194,553
Notes receivable from participants	<u>2,873,075</u>	<u>2,646,290</u>
	<u><u>\$ 169,041,130</u></u>	<u><u>\$ 140,137,027</u></u>

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited) (continued)

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2013</u>	<u>2012</u>
Investment income:		
Interest and dividends	\$ 5,858,271	\$ 3,468,815
Net appreciation (depreciation) in current value of investments:		
Common/collective trust	(703,990)	1,430,479
Mutual funds	<u>20,722,680</u>	<u>10,290,207</u>
	<u>20,018,690</u>	<u>11,720,686</u>
	<u>\$ 25,876,961</u>	<u>\$ 15,189,501</u>

4. Fair Value Measurements

The schedule below provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Inputs – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.

Delaware North Companies
401(k) Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability. There were no assets of the Plan that utilized Level 3 inputs as its primary basis for calculating fair value as of December 31, 2013 and 2012.

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

The following table sets forth by level within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Level 1:		
Mutual funds	\$ 149,445,464	\$ 119,296,184
Level 2:		
Common/collective trust	<u>16,889,817</u>	<u>18,922,335</u>
	<u>\$ 166,335,281</u>	<u>\$ 138,218,519</u>

Supplemental Schedule

Delaware North Companies
401(k) Plan
Form 5500 - Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2013

EIN #16-6045020
Plan #004

(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	(e) Current Value
*	<i>MFS Investment Management</i>		
	MFS Value Fund - A	Mutual Fund	\$ 20,720,912
	MFS Research Bond Fund - R4	Mutual Fund	14,086,881
	MFS Government Securities Fund - R4	Mutual Fund	13,958,357
	MFS International New Discovery Fund - R4	Mutual Fund	10,407,125
	MFS International Value - R4	Mutual Fund	7,699,508
	<i>American Funds</i>		
	American Funds AMCAP Fund - A	Mutual Fund	26,953,825
	American Funds New Perspective - A	Mutual Fund	2,130,775
	<i>BlackRock</i>		
	BlackRock Global Allocation - I	Mutual Fund	9,189,725
	<i>The Dreyfus Corporation</i>		
	Dreyfus Basic S&P 500 Index Fund - A	Mutual Fund	3,057,398
	<i>Legg Mason</i>		
	ClearBridge Appreciation A	Mutual Fund	10,727,481
	<i>Franklin Templeton Group of Funds</i>		
	Templeton Global Bond Fund - ADV	Mutual Fund	4,881,471
	<i>Invesco Funds</i>		
	Invesco Stable Value Fund	Common/Collective Trust	16,722,591
	Invesco Developing Markets - R5	Mutual Fund	5,594,635
	<i>JPMorgan</i>		
	JPMorgan Mid Cap Value Instl	Mutual Fund	9,894,916
	<i>Vanguard</i>		
	Vanguard Small Cap Index Signal	Mutual Fund	10,142,455
			166,168,055
*	<i>Participant Loans</i>	4.25% - 10.50%	2,873,075
	Total assets held for investment		\$ 169,041,130
*	Party-in-interest		

See report of independent auditors.

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C¹ by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan’s service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

¹ Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION
DELAWARE NORTH COMPANIES 401K PLAN (990500078)
EIN #: 16-6045020

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2013 - 12/31/2013 and indirect compensation is presented on a calendar year basis ending 12/31/2013.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **\$140,650.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: MassMutual Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 59, 60, 62, 63, 64, 65, 72, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **\$36,560.50**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to MassMutual Retirement Services, LLC ("MMRS") are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation	Payor: Reliance Trust Company	EIN: 58-1428634	\$47.56
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This is an estimate based on the average annual rate of float compensation (0.01% for 2013) earned on certain processing bank accounts for the 2013 calendar year multiplied by an estimate of the assets related to uncashed checks*. This estimate does not include float earned for any other reason (e.g., if amounts remitted to MassMutual cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor. The Plan Sponsor should consult with their tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Rate of Fees and Payments Received By MassMutual with Respect to the Fund*</i> <i>(rates as of 12/31/2013)</i>	<i>Total Fund Annual Operating Expenses (Fund Expense Ratio) (as of 12/31/2013)</i>
AMERICAN FUNDS AMCAP FUND-A	95-2482877	0.35% x assets	0.74%
AMERICAN FUNDS NEW PERSPECTIVE-A	95-2817150	0.35% x assets	0.79%
BLACKROCK GLOBAL ALLOCATION-I	22-2937779	0.20% x assets	0.88%
CLEARBRIDGE APPRECIATION A	52-1200960	0.45% x assets plus \$16/participant	1.06%
DAVIS NEW YORK VENTURE FUND-A	13-2601967	0.35% x assets plus \$12/participant	0.88%
DREYFUS BASIC S&P 500 INDEX FD-A	13-4024319	0.10% x assets	0.21%
INVESCO DEVELOPING MKTS-R5	76-0343427	0.35% x assets	1.04%
INVESCO STABLE VALUE IV	84-1251725	0.45% x assets	0.90%
JPMORGAN MID CAP VALUE INSTL	13-3963293	0.10% x assets	0.99%
MFS GOVERNMENT SECURITIES FD-R4	04-3158862	0.23% x assets	0.60%
MFS INTERNATIONAL VALUE-R4	04-3158862	0.23% x assets	0.89%
MFS INTL NEW DISCOVERY FD R4	04-2468583	0.23% x assets	1.14%
MFS RESEARCH BOND FUND-R4	04-2535629	0.23% x assets	0.66%
MFS VALUE FUND-A	04-3158862	0.63% x assets	0.93%
TEMPLETON GLOBAL BOND-ADV	59-6865210	0.10% x assets plus \$16/participant	0.64%
VANGUARD SMALL CAP INDEX SIGNAL	23-1999755	0.10% x assets plus \$16/participant	0.10%

The list includes any investment option held by the plan on at least one month end during the 2013 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

* Please note that Hartford Securities Distribution Company, Inc., received the sales compensation (12b-1 fees) portion of this amount. After compensating the plan's broker-dealer firm, if applicable, any residual amount is paid to MassMutual Retirement Services, LLC ("MMRS") or its affiliate.

Recipient: MORGANSTANLEY SMITHBARNEY LLC EIN: 26-4310844

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **\$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Additional compensation Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850 **\$325.25**

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Ethics and Business Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2013 calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Other EIN: 99-9999999

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **\$104,089.50**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2013 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2013, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation **\$0.00**

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **\$7,686.65**
Service Codes: 19, 25, 99

Payors: Massachusetts Mutual Life Insurance Company EIN: 04-1590850
MassMutual Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2013 month end assets by 0.005%/12 and then summing the results.

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual platform package fee ("Model My Goals") **\$21.66**
Service code: 49

Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

Direct Revenue Detail

Recipient: *MassMutual Retirement Services, LLC*

<u>Fee Description</u>	<u>Dollar Amount</u>
Loan Set-up Fee	\$12,000.00
Loan Administration Fee	\$24,560.50
Total Direct Revenue:	\$36,560.50

Recipient: *Other*

<u>Fee Description</u>	<u>Dollar Amount</u>
ERISA Spending Account: Outside Fee	\$104,089.50
Total Direct Revenue:	\$104,089.50

Grand Total Direct Fees:	\$140,650.00
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