Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1961

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

PINDLER & PINDLER, INC.

11910 POINDEXTER AVENUE
MOORPARK, CA 93021

2b Employer Identification Number (EIN)
95-1851466

2c Sponsor's telephone number
805-531-9090

2d Business code (see instructions)
321900

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

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

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

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

CURT R. PINDLER

11910 POINDEXTER AVENUE
MOORPARK, CA 93021

3b Administrator's EIN
95-6009159

3c Administrator's telephone number
805-531-9090

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**	166
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**	132
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	154
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	154
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	150
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 3D

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

9a Plan funding arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

OPPENHEIMER & CO.

13-2798343

(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 28 33 51	NONE	106299	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

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)	516099	545112
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	33525	14782
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	864956	640617
(2) U.S. Government securities	1c(2)	3746008	3341259
(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)	6094483	8028921
(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)	41330	31248
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	11296401	12601939
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11296401	12601939

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)	545112	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		545112
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	368	
	(B) U.S. Government securities	2b(1)(B)	60247	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2152	
	(F) Other	2b(1)(F)	3657	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66424
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	208324	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		208324
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	6605418	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6332478	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		272940
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	1208773	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1208773

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2301573
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	889736	
(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)		889736
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	106299	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		106299
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		996035
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1305538
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MELONI HRIBAL TRATNER LLP **(2)** EIN: 95-4649521

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PINDLER & PINDLER, INC.

D Employer Identification Number (EIN)
95-1851466

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): 95-6009159

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN

FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
DECEMBER 31, 2013 AND 2012

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Supplemental schedules not listed above are omitted because of the absence of conditions under which they are required.

Meloni
Hribal
Tratner
LLP

Certified Public Accountants

WARNER FINANCIAL CENTER
21255 BURBANK BLVD., STE. 250
WOODLAND HILLS, CALIFORNIA 91367
TELEPHONE (818) 587-3730
FACSIMILE (818) 587-3731

Independent Auditors' Report

To The Plan Sponsor
PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Moorpark, California

We have audited the accompanying financial statements of Pindler & Pindler, Inc. Employees' Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in its net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

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

Meloni Tribal Trainer LLP

October 3, 2014

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
INVESTMENTS AT FAIR VALUE		
Cash and cash equivalents	$ 640,617	$ 864,956
Common stocks	8,028,921	6,094,483
Government obligations	3,341,259	3,746,008
TOTAL INVESTMENTS AT FAIR VALUE	12,010,797	10,705,447
RECEIVABLES		
Employer contributions	545,112	516,099
Notes receivable from participants	31,248	41,330
Other	14,782	33,525
TOTAL RECEIVABLES	591,142	590,954
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,601,939	$ 11,296,401

See accompanying independent auditors' report and notes to financial statements.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS	
Investment activity	
Net appreciation in fair value of investments	$ 1,481,713
Interest and dividend income	274,748
Total investment activity	1,756,461
Employer contributions	545,112
Total additions	2,301,573
DEDUCTIONS	
Benefits paid to participants	889,736
Investment advisory and management fees	106,299
Total deductions	996,035
NET INCREASE	1,305,538
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	11,296,401
End of year	$ 12,601,939

See accompanying independent auditors' report and notes to financial statements.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

NOTE 1- DESCRIPTION OF THE PLAN

The following description of Pindler & Pindler, Inc. Employees' Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan and covers all employees not covered by other benefit plans under collective bargaining agreements. It was established by Pindler & Pindler, Inc. (the Employer), effective January 1, 1961. Employees become eligible to participate in the Plan after attaining 6 months of service during the Plan year. Employees are enrolled in the Plan on the first day of the Plan year in which such requirements are satisfied. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Employer may make discretionary contributions to the Plan in an amount determined by the Employer. The profit sharing contribution is allocated among the participants m proportion to each participant's compensation to total compensation of all participants.

Participants may contribute amounts representing distributions or rollovers from other qualified defined benefit or defined contribution plans to the Plan.

Participant Accounts

Each participant's account is credited with an allocation of (a) the Employer's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 reduced by the highest outstanding loan balance in the participant's account during the prior twelve-month period, or 50 percent of their vested account balance. Loan terms range from 1 to 5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTE 1- DESCRIPTION OF THE PLAN (continued)

Withdrawals

The government places certain restrictions on withdrawals in order to retain the special tax-saving benefits associated with the Plan. The Plan allows withdrawals at retirement, disability, separation of service or upon death. Other withdrawals are available only in cases of immediate and heavy financial hardship, subject to Internal Revenue Service regulations.

Vesting

Benefits available to participants upon termination are composed of the participants' vested interest in the Employer's contributions, if any, and the related accumulated earnings. The Employer's contributions become vested and nonforfeitable at the rate of 16.66 percent for each year of service completed. Full vesting of the Employer's contributions occurs upon the completion of 6 years of service, death, permanent disability, or upon attainment of age 65.

Benefit Payments

On termination of service due to retirement or permanent disability, a participant may elect to receive cash in one lump-sum payment or in installments equal to the value of the participant's vested interest in their account. In the event of a participant's death, payment of the vested value of the participant's account is made to his or her beneficiary in cash, in one lump-sum payment or in installments.

Forfeited Amounts

All forfeited Employer contributions are allocated to active Plan participants in the same manner as the Employer profit sharing contributions. As of December 31, 2013 and 2012, forfeited nonvested accounts approximated $22,000 and $19,000, respectively.

Plan Termination

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

Investments and Valuation Techniques

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements.

Shares of common stocks and government obligations are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Cash and cash equivalents are recorded at cost, which approximates market value.

Net appreciation in fair value of investments includes realized and unrealized gains and losses on investments sold or held during the year.

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.

Notes Receivable from Participants

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

Expenses

Noninvestment costs, accounting, and administrative expenses of the Plan are paid by the Employer, which is a party-in-interest. These expenses, which are not reflected in the accompanying financial statements, constitute exempt party-in-interest transactions. Investment advisory and management fees are paid by the Plan and are reflected in the Statement of Changes in Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

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

NOTE 3 - INVESTMENTS

As of December 31, 2013 and 2012, the Federal Home Loan Bank Note, with a market value of approximately $1,460,000 and $1,800,000, respectively, represented 5 percent or more of the plan's net assets.

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

Common stocks	$ 1,882,496
Government obligations	(400,783)
	$ 1,481,713

NOTE 4 - TAX STATUS

The Plan obtained its latest determination letter on August 7, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Employer believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan qualifies under Section 401(a) and the related trust is tax-exempt as of December 31, 2013. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 5 - FAIR VALUE MEASUREMENTS

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

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active and inactive markets, and inputs other than quoted prices that are observable for the asset or liability for substantially the full term of the financial instrument, and inputs that are derived from or corroborated by observable market data by correlation or other means.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of the plan year ended:

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 640,617	$ -	$ -	$ 640,617
Common stocks	8,028,921			8,028,921
Government obligations	3,341,259			3,341,259
Total investment assets at fair value	$ 12,010,797	$ -	$ -	$ 12,010,797

NOTE 5 - FAIR VALUE MEASUREMENTS (continued)

	December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ 864,956	$ -	$	$ 864,956
Common stocks	6,094,483			6,094,483
Government obligations	3,746,008			3,746,008
Total investment assets at fair value	$10,705,447	$ -	$	$10,705,447

NOTE 6 - RISKS AND UNCERTAINTIES

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

NOTE 7 - SUBSEQUENT EVENT

The date to which events occurring after December 31, 2013 have been evaluated for possible adjustment to the financial statements or disclosure is October 3, 2014, the date on which the financial statements were issued.

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Plan: 001
TAX ID# 95-1851466
December 31,2013
Schedule H, Line 4i- Schedule of Assets Held for Investment Purposes at End of Year

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor, or similar party		Description of investment including, **maturity date, rate of interest, collateral,** par or maturity value	Cost	Current Value
180,153	Highmark Diversified Money Market	Cash & Cash Equivalents	$ 180,153	$ 180,153
22,409	Primary Liquidity Fund	Cash & Cash Equivalents	22,409	22,409
34,110	Primary Liquidity Fund	Cash & Cash Equivalents	34,110	34,110
80,750	Primary Liquidity Fund	Cash & Cash Equivalents	80,750	80,750
7,245	Primary Liquidity Fund	Cash & Cash Equivalents	7,245	7,245
72,643	Primary Liquidity Fund	Cash & Cash Equivalents	72,643	72,643
109,627	Primary Liquidity Fund	Cash & Cash Equivalents	109,627	109,627
31,707	Primary Liquidity Fund	Cash & Cash Equivalents	31,707	31,707
4,084	Primary Liquidity Fund	Cash & Cash Equivalents	4,084	4,084
97,888	Union Bank Money Market	Cash & Cash Equivalents	97,889	97,889
TOTAL CASH & CASH EQUIVALENTS			640,617	640,617
260	Carrizo Oil & Gas Inc	Common Stock	10,736	11,640
142	Helmerich & Payne Inc W/Rtd To P	Common Stock	10,068	11,939
213	Whiting Petroleum Corp	Common Stock	10,957	13,178
134	Albemarle Corp	Common Stock	8,499	8,494
221	Kapstone Paper & Packaging Corp	Common Stock	9,812	12,345
237	Silgan Holdings Inc	Common Stock	11,238	11,381
146	Be Aerospace Inc	Common Stock	8,738	12,706
126	Enersys	Common Stock	7,703	8,831
158	Nordson Corp	Common Stock	11,567	11,739
169	Old Dominion Freight Lines Inc	Common Stock	8,655	8,960
429	Robert Halflnternational Inc	Common Stock	15,520	18,014
136	Towers Watson & Co Cl A	Common Stock	15,212	17,355
285	United Rentals Inc	Common Stock	15,059	22,216
79	Valmont Inds Inc	Common Stock	10,752	11,780
245	Wabtec	Common Stock	15,530	18,196
190	Autoliv Inc	Common Stock	16,695	17,442
221	Autonation Inc Del	Common Stock	11,552	10,981
451	Dana Holding Corp	Common Stock	7,829	8,849
87	Dillards Inc - Cl A	Common Stock	6,876	8,457
308	Expedia Inc	Common Stock	16,252	21,455
261	Goe Hldgs Inc Cl A	Common Stock	14,830	15,255
288	Gentex Corp	Common Stock	8,519	9,498
624	Intl Game Technology	Common Stock	11,956	11,332
221	Petsmart Inc	Common Stock	17,051	16,078
134	Polaris Industries Inc	Common Stock	17,480	19,516
173	Visteon Corp	Common Stock	13,132	14,167
229	Williams Sonoma Inc	Common Stock	12,878	13,346
182	Wyndham Worldwide Corp	Common Stock	11,100	13,412
269	Signet Jewelers Limited	Common Stock	19,298	21,170
166	Sally Beauty Hldgs Inc	Common Stock	4,359	5,018
341	Akorn Inc	Common Stock	8,701	8,395
158	Genomic Health Inc	Common Stock	4,773	4,625
118	Hanger Orthepedic Group Inc	Common Stock	4,038	4,642
89	lncyte Pharmaceuticals Inc	Common Stock	3,532	4,506
334	KetyX Biopharmaceuticals Inc	Common Stock	4,275	4,325
105	Medivation Inc	Common Stock	6,556	6,701
251	Momenta Pharmaceuticals Inc	Common Stock	4,516	4,438
332	Parexel International Corp	Common Stock	16,625	15,000
111	Salix Pharmaceuticals Ltd Delawa	Common Stock	7,819	9,983
55	United Therapeutics Corp Del	Common Stock	4,491	6,219
213	Universal Health Services Inc Cl	Common Stock	13,404	17,308
305	Wuxi Pharmatech Cayma n Inc	Common Stock	9,313	11,706
103	Jazz Pharmaceuticals Pie	Common Stock	9,328	13,036
158	Fleetcor Technologies Inc	Common Stock	17,493	18,513
71	Affiliated Ma nagers Group I nc	Common Stock	13,079	15,398
593	Cbre Group Inc	Common Stock	13,995	15,596
150	Cullen Frost Bankers Inc	Common Stock	10,571	11,165
174	Evercore Partners INC I A	Common Stock	8,750	10,402
277	First Rep Bank San Fran	Common Stock	13,005	14,501

195	Interactive Brokers Group Inc.	Common Stock	4,171	4,746
703	Janus Capital Group Inc	Common Stock	6,053	8,696
64	Marketaxess Hldgs Inc	Common Stock	4,213	4,283
560	Wisdomtree lnvts Inc	Common Stock	9,839	9,918
419	XI Group Pie	Common Stock	12,918	13,341
292	Ao! Inc	Common Stock	11,289	13,613
87	Alliance Data System Corp	Common Stock	18,591	22,875
285	Ciena Corp	Common Stock	6,818	6,820
237	Dolby Laboratories Inc Cl A	Common Stock	8,218	9,139
727	Entegris Inc	Common Stock	7,386	8,426
126	Fei Co	Common Stock	9,320	11,259
103	F5 Networks Inc	Common Stock	8,525	9,359
286	Finisar Corp	Common Stock	6,816	6,841
237	Gartner Group New Inc Cl A	Common Stock	11,807	16,839
261	Heartland Payment Sys Inc	Common Stock	10,341	13,008
316	lac Interactive Corp	Common Stock	17,344	21,694
459	hcia	Common Stock	7,069	6,109
213	Informatica Corporation	Common Stock	8,333	8,840
39	Manhattan Associates Inc	Common Stock	4,153	4,582
150	Mercadolibre Inc	Common Stock	20,436	16,169
324	Ravi Corp	Common Stock	6,269	6,380
506	Tibco Software Inc	Common Stock	13,394	11,375
553	Total System Services Inc	Common Stock	14,981	18,404
221	lnterxion Holding NV	Common Stock	4,904	5,218
316	Nxp Semiconductors N V	Common Stock	11,904	14,514
173	Neustar Inc Cl A	Common Stock	8,427	8,626
845	Bg Group Pie Ad r Fin I nst New	Common Stock	3,640	18,328
624	Bp Pie Span Adr	Common Stock	32,475	30,333
501	Eni Spa-Sponsored Adr	Common Stock	21,977	24,293
1,615	Iberd rola SA	Common Stock	39,087	41,263
331	Royal Dutch Shell Pie Spans	Common Stock	18,394	23,590
561	Total Fi na S.A Ads Rpstg 1/2	Common Stock	25,604	34,372
954	Abb Ltd	Common Stock	17,487	25,338
2	Vinci SA Ad r	Common Stock	20,910	28,723
246	Daim ler Ag	Common Stock	13,313	21,486
691	Reed Elsevier NV Adr	Common Stock	21,010	29,485
76	Toyota Motor Corp Adr New	Common Stock	5,683	9,266
2,615	Carrefou r SA	Common Stock	11,988	20,606
938	Kao Corp Spns Adr	Common Stock	24,825	29,688
1,694	Koninklijke Ahold NV	Common Stock	21,942	30,509
144	Nestle Sa-Sponsored Adr	Common Stock	10,453	10,597
341	Seven & I Hldgs Co Ltd	Common Stock	16,038	27,287
812	Uni lever Pie Sponsored Adr	Common Stock	18,830	33,454
2,053	Tesco Pie-Sponsored Adr	Common Stock	38,624	34,573
605	Glaxo Smithkline Pie Spn Adr	Common Stock	29,165	32,301
575	Novartis Ag-Sponsored Ad r	Common Stock	31,946	46,219
642	Sanofi-Aventis Adr	Common Stock	21,626	34,430
986	Takeda Pharmaceutical Co Ltd	Common Stock	23,758	22,698
762	Teva Pharmaceutica I Ind	Common Stock	32,299	30,541
2,792	Banco Santander Central Hispa	Common Stock	20,019	25,323
604	Qbe Ins Grou p Litd	Common Stock	7,380	6,203
975	Tokio Ma rine Hldgs Inc	Common Stock	21,348	32,614
616	United Overseas Ba nk Ltd	Common Stock	15,571	20,710
734	Zurich I ns Grou p Ltd	Common Stock	17,446	21,411
799	Canon lnc-Adr New Repstg 5 Sh	Common Stock	22,538	25,568
198	Sap Ag-Sponsored Ad r	Common Stock	14,573	17,254
1,230	Taiwan Semicond uctor Mfg Co L	Common Stock	12,013	21,451
1,016	TokYo Electron Ltd Adr	Common Stock	12,478	14,051
293	China Mobi le Hong Kong Ltd Sp	Common Stock	15,095	15,321
2,360	Deutsche Telekom Ag Ad r	Common Stock	37,038	40,734
332	Nn Dacoma Inc Sponsored Ad r	Common Stock	5,318	5,481
1,826	Orange	Common Stock	35,119	22,551
636	Singapore Telecommunication L	Common Stock	14,007	18,508
1,733	Telefonica SA Sponsored Adr	Common Stock	25,013	28,317
773	Vodafone Group Pie Adr	Common Stock	16,905	30,387
394	Gdf Suez Spns Adr	Common Stock	13,448	9,326
473	National Grid Pie Sp Adr	Common Stock	24,414	30,896
549	Rwe Ag-Sponsored Adr Repstg	Common Stock	20,495	20,203
521	Helix Energy Solutions	Common Stock	12,357	12,077
1,339	Key Energy Services Inc	Common Stock	10,697	10,578
892	Kodiak Oil And Gas Corp	Common Stock	8,194	9,999
1,580	Magnum Hunter Res Corp Del	Common Stock	6,116	11,550
223	Pde Energy Inc	Common Stock	13,881	11,868
2,200	Hercules Offshore Inc	Common Stock	10,167	14,346

305	Axiall Corp	Common Stock	13,017	14,469
630	Cambrex Corp	Common Stock	11,845	11,233
134	Eagle Materials Inc	Common Stock	6,169	10,376
120	Kaiser Alwninwn Corp	Common Stock	6,227	8,429
379	Ployone Corp	Common Stock	9,210	13,398
236	Beacon Roofing Supply Inc	Common Stock	7,869	9,506
116	Chart Industries Inc	Common Stock	9,126	11,094
718	Exelis Inc	Common Stock	8,195	13,685
220	Generac Hldgs Inc	Common Stock	9,007	12,461
562	Manitowoc Co Inc	Common Stock	8,998	13,106
249	Navistar International Corp	Common Stock	8,398	9,509
304	Spirit Airli nes I nc	Common Stock	8,229	13,805
75	Triumph Grou p Inc New	Common Stock	4,027	*·5,105*
496	Tutor Perini Corp	Common Stock	9,271	13,045
460	Usg Corp New	Common Stock	10,019	13,055
226	Foster Wheeler Ag	Common Stock	4,790	7,458
1,012	Scorpio Tankers Inc	Common Stock	10,016	11,931
245	Burlington Stores I nc	Common Stock	5,819	7,840
1,638	Cwnulus Media Inc-Cl A	Common Stock	9,244	12,662
222	Dana Holding Corp	Common Stock	4,200	4,356
311	tmax Corp	Common Stock	6,726	9,168
686	Krispy Kreme Doughnuts Inc	Common Stock	13,669	13,233
254	Life Time Fitness Inc	Common Stock	13,431	11,938
178	Lithia Motors Inc	Common Stock	7,152	12,357
385	Nexstar Broadcasting Group	Common Stock	6,284	21,456
548	Pier I Imports Inc	Common Stock	11,863	12,648
555	Pinnacle Entertainment Inc	Common Stock	6,172	14,424
255	Ryland Group Inc	Common Stock	10,741	ll,o70
646	Scientific Games Corp	Common Stock	11,314	10,937
625	E W Scripps Co Cl A	Common Stock	10,097	13,575
655	Sinclair Broadcast Group I nc	Common Stock	7,571	23,403
927	Orient-Express Hotels Ltd Cl	Common Stock	10,240	14,007
50	Hain Celestia I Group Inc	Common Stock	2,854	4,539
225	Centene Corp	Common Stock	10,000	13,264
351	lmpax Laboratories Inc	Common Stock	8,448	8,824
418	Nps Pharmaceuticals Inc	Common Stock	11,650	12,690
365	Sagen! Pharmaceuticals Inc	Common Stock	8,607	9,264
115	Team Health Holdings Inc	Common Stock	3,926	5,238
197	Icon Pie	Common Stock	4,280	7,962
509	Capital Bank Finl Corp	Common Stock	9,349	11,580
198	Evercore Partners IN Cl A	Common Stock	7,397	11,836
679	Everbank Finl Corp	Common Stock	10,896	12,453
661	Fxcm lnc CI A	Common Stock	10,606	11,792
1,620	Felcor Lodging Trust Inc	Common Stock	6,771	13,219
563	Firstmerit Corp	Common Stock	8,831	12,515
442	Hff inc	Common Stock	8,443	11,868
837	Keg Hldgs Inc	Common Stock	9,878	10,011
353	Pebblebrook Hotel Trust	Common Stock	8,353	10,858
220	Privatebancorp Inc	Common Stock	6,242	6,365
2I8	Stifel Financial Corp	Common Stock	7,760	10,447
3,522	Synovus Financial Corp	Common Stock	9,623	12,679
514	Western Alliance Bancorp	Common Stock	3,346	12,264
823	Wisdomtree lnvts Inc	Common Stock	9,681	14,575
291	Dealertrack Holdings Inc	Common Stock	10,938	13,991
436	Evertec Inc	Common Stock	9,961	10,752
548	Finisar Corp	Common Stock	8,277	13,108
207	Gago Inc	Common Stock	6,739	5,139
933	Jds Uniphase Corp	Common Stock	12,013	12,115
438	Mastec Inc	Common Stock	12,609	14,331
311	Qlik Technologies Inc	Common Stock	7,378	8,282
1,362	RfMicro Devices Inc	Common Stock	5,809	7,028
395	Rally Software Dev Corp	Common Stock	11,310	7,683
776	Servicesource Intl LLC	Common Stock	8,973	6,503
901	Teradyne Inc W/Rts To Pur C/Stk	Common Stock	12,690	15,876
53	Tyler Technologies Inc	Common Stock	2,272	5,413
479	Verifone Holdings Inc	Common Stock	10,454	12,847
195	Fleetmatics Group Pie	Common Stock	6,364	8,434
898	Radware Ltd	Common Stock	14,797	16,146
279	Cavium Inc	Common Stock	9,189	9,628
251	Cogent Comm Group Inc	Common Stock	6,848	10,143
386	Intelsat SA	Common Stock	7,765	8,700
1,180	Baker Hughes Inc	Common Stock	52,757	65,207
417	Halliburton Co	Common Stock	20,649	21,163
1,541	Ultra Petrolewn	Common Stock	31,715	33,363

3,511	Alcoa Inc	Common Stock	28,333	37,322
1,674	Sealed Air Corp New	Common Stock	27,513	57,000
1,572	Wpx Energy Inc	Common Stock	23,460	32,037
1,944	R R Donnelley & Sons Co	Common Stock	23,842	39,424
1,590	General Electric Co	Common Stock	32,814	44,568
280	Reliance Steel & Aluminum Co	Common Stock	19,316	21,235
506	Robert Halflnternational Inc	Common Stock	15,317	21,247
893	Omnicom Group Inc	Common Stock	45,622	66,4I2
3,811	Staples Inc	Common Stock	52,465	60,557
1,169	Te Connectivity Ltd	Common Stock	43,539	64,424
3,417	Avon Products Inc	Common Stock	60,975	58,84I
996	Aetna Inc New	Common Stock	42,273	68,3I6
885	Baxter International Inc	Common Stock	51,714	61,552
I,241	Eli Lilly & Co	Common Stock	55,021	63,291
207	Actavis Pie	Common Stock	I9,034	34,776
889	Allstate Corp	Common Stock	29,957	48,486
1,226	American Intl Group Inc	Common Stock	43,421	62,587
4,188	Bank Of Amer Corp	Common Stock	34,596	65,207
1,182	Citigroup Inc	Common Stock	40,837	61,594
813	J P Morgan Chase & Co	Common Stock	32,573	47,544
1,422	Lincoln National Corp	Common Stock	33,960	73,404
417	Metlife Inc	Common Stock	19,823	22,485
I,619	Information Technology Electronic Arts Inc	Common Stock	24,443	37,I40
2,751	Hewlett Packard Co	Common Stock	46,734	76,973
2,807	lntersil Hldg Corp	Common Stock	22,457	32,199
2	Microsoft Corp	Common Stock	51,047	66,066
6,419	Xerox Corp	Common Stock	47,185	78,119
430	Energy Chevron Corp New	Common Stock	30,638	53,711
855	Conocophillips	Common Stock	40,352	60,406
745	Diamond Offshore Drilling Inc	Common Stock	52,599	42,405
775	Royal Dutch Shell Pie Adr B	Common Stock	54,953	58,2IO
820	E I Du Pont de Nemours & Co	Common Stock	33,373	53,275
425	Boeing Co	Common Stock	I9,8IO	58,008
2,150	General Electric Co	Common Stock	50,7I8	60,265
820	Raytheon Co Com New	Common Stock	42,331	74,374
350	3M Company	Common Stock	2I,868	49,088
580	Genuine Parts Co	Common Stock	24,990	48,250
410	Diageo Pie-Sponsored Adr New	Common Stock	22,314	54,292
455	Kimberly Clark Corp	Common Stock	32,457	47,529
433	Kraft Foods Group Inc	Common Stock	15,490	23,343
490	Philip Morris Intl Inc	Common Stock	22,233	42,694
1,250	Unilever	Common Stock	32,206	50,288
1,500	Altria Group Inc	Common Stock	33,467	57,585
1,100	Astrazeneca Pie Sponsored Adr	Common Stock	50,465	65,307
770	Johnson & Johnson	Common Stock	47,448	70,524
1,200	Eli Lilly & Co	Common Stock	51,747	61,200
1,300	Merck & Co Inc New	Common Stock	45,402	65,065
1,050	Hep Inc	Common Stock	36,665	38,136
810	Hsbc Holdings Pie Adr	Common Stock	37,294	44,655
790	Health Care REIT Inc	Common Stock	38,153	42,320
640	J P Morgan Chase & Co	Common Stock	29,491	37,427
940	Metlife Inc	Common Stock	38,069	50,685
670	Travelers Companies Inc	Common Stock	35,529	60,662
2,110	Cisco Systems Inc	Common Stock	42,989	47,327
2,120	Intel Corp	Common Stock	50,813	55,025
1,450	Microsoft Corp	Common Stock	40,233	54,245
1,550	At&T lnc	Common Stock	44,423	54,498
1,085	Bee Inc	Common Stock	47,936	46,970
1,855	Vodafone Group Pie Adr	Common Stock	50,821	72,920
550	Utilities Dominion Resources Inc VA New	Common Stock	22,709	35,580
710	Nextera Energy Inc	Common Stock	37,282	60,790
236	Eog Res Inc	Common Stock	37,698	39,610
410	Exxon Mobil Corp	Common Stock	23,910	41,492
610	Noble Energy Inc	Common Stock	37,153	41,547
400	Schlumberger Ltd	Common Stock	25,092	36,044
505	Fmc Corp New	Common Stock	33,550	38,107
440	Monsanto Co	Common Stock	32,867	51,282
310	Praxair Inc	Common Stock	14,188	40,309
800	Canadian National Railway	Common Stock	17,220	45,616
265	Cummins Engine Co Inc	Common Stock	26,705	37,357
502	Illinois Tool Works Inc	Common Stock	38,837	42,208
190	Precision Castparts Corp	Common Stock	30,942	51,167
500	United Technologies Corp	Common Stock	25,006	56,900
98	Chipotle Mexican Grill Inc	Common Stock	34,699	52,212

910	Comcast Corp New Cl A	Common Stock	33,019	47,288
485	Walt Disney Co	Common Stock	32,654	37,054
720	Dollar Tree Inc	Common Stock	29,591	40,622
485	Home Depot Inc	Common Stock	38,268	39,935
830	Tjx Companies Inc New	Common Stock	18,157	52,896
640	Colgate Palmolive Co	Common Stock	20,095	41,734
405	Estee Lauder Companies Inc Cl A	Common Stock	25,121	30,505
910	Mondelez Intl Inc	Common Stock	19,370	32,123
295	Allergan Inc	Common Stock	27,474	32,769
675	Amerisourcebergen Corp	Common Stock	36,753	47,459
287	Celgene Corp	Common Stock	36,124	48,494
485	Johnson & Johnson	Common Stock	32,414	44,421
501	Unitedhealth Group Inc	Common Stock	35,426	37,725
265	Perrigo Co Pie	Common Stock	27,451	40,667
525	American Express Company	Common Stock	36,748	47,633
209	Intercontinentalexchange Group	Common Stock	37,200	47,008
1,655	Charles Schwab Corp New	Common Stock	29,212	43,030
550	Travelers Companies Inc	Common Stock	32,821	49,797
719	Adobe Systems Inc	Common Stock	27,173	43,053
745	Analog Devices Inc	Common Stock	36,007	37,943
71	Apple Inc	Common Stock	9,583	39,832
215	Citrix Systems Inc	Common Stock	13,954	13,599
755	Ebay Inc Com	Common Stock	34,551	41,423
44	Google Inc Cl A	Common Stock	26,420	49,311
615	Qualcomm Inc	Common Stock	29,208	45,664
205	Visa Inc	Common Stock	37,280	45,649
967	Facebook Inc	Common Stock	36,620	52,846
157	Canadian Natural Resources	Common Stock	7,217	5,313
105	Schlumberger Ltd	Common Stock	10,942	9,462
170	Suncor Energy Inc	Common Stock	10,076	5,959
115	Talisman Energy Inc	Common Stock	2,482	1,340
210	Tenaris SA Sponsored Adr	Common Stock	13,237	9,175
90	Enseco Pie Cl A	Common Stock	5,154	5,146
330	Nabors Industries Ltd New	Common Stock	12,313	5,607
250	Noble Corp Pie	Common Stock	16,018	9,368
570	Weatherford International Ltd	Common Stock	17,214	8,829
30	Core Laboratories NV	Common Stock	2,110	5,729
65	Agrium Inc	Common Stock	2,131	5,946
70	Basf Ag Spans Adr	Common Stock	4,902	7,545
155	Bhp Limited Sponsored Adr	Common Stock	12,276	10,571
20	Fibria Celulose SA	Common Stock	1,160	234
195	Potash Corp Of Saskatchewan	Common Stock	8,427	6,427
95	Teck Cominco Ltd Cl B	Common Stock	4,376	2,471
225	ValeS A Adr	Common Stock	8,267	3,431
10	Yara Intl Adr	Common Stock	888	429
215	Rio Tinto Pie SpA Adr	Common Stock	16,206	12,132
160	Canadian National Railway	Common Stock	4,006	9,123
51	Allegion Pub Ltd Co	Common Stock	1,228	2,254
101	Eaton Corp Pie	Common Stock	5,480	7,688
155	Ingersoll-Rand Pie	Common Stock	4,816	9,548
100	Canadian Pacific Railway Ltd	Common Stock	6,381	15,132
65	British American Tobacco Adr	Common Stock	4,585	6,982
70	Diageo Pie-Sponsored Adr New	Common Stock	5,176	9,269
125	Unilever	Common Stock	3,611	5,029
167	Nestle Sa-Sponsored Adr	Common Stock	7,684	12,290
90	Novartis Ag-Sponsored Adr	Common Stock	4,784	7,234
60	Axa-Uap-Sponsored Adr	Common Stock	1,928	1,673
60	Brookfield Asset Mgmt Inc	Common Stock	2,056	2,330
60	Manulife Financial Corp	Common Stock	2,192	1,184
30	Partnerre Hldgs Ltd	Common Stock	2,173	3,163
150	Ubs Ag	Common Stock	3,434	2,888
TOTAL COMMON STOCKS			6,052,752	8,028,921
1,000	U S Treasury Notes 2.250% 05/31/2014	Government Obligation	1,009	1,009
1,000	United States Treas Nts 1.250% 09/30/2015	Government Obligation	1,021	1,016
59,000	U nited States Treas Nts 1.375% 09/30/2018	Government Obligation	58,651	58,281
3,000	United States Treas Nts 0.875% 12/31/2016	Government Obligation	3,009	3,007
95,000	U nited States Treas Nts 0.375% 03/15/2015	Government Obligation	95,184	95,197
183,000	United States Treas Nts 0.250% 03/31/2015	Government Obligation	182,977	183,101
106,000	U nited States Treas Nts 0.500% 06/15/2016	Government Obligation	105,753	105,892
80,000	Un ited States Treas Nts 0.375% 06/30/2015	Government Obligation	80,071	80,166
118,000	U nited States Treas Nts 2.750% I1/15/2023	Government Obligation	I 18,086	115,437
65,000	Federal Natl Mtg Assn 0.875% 05/21/2018	Government Obligation	65,192	62,875

41,000	Freddie Mac 0.500% 05/13/2016	Government Obligation	40,982	40,950
7,282	Fhl me PC Pl A6-0064 5.500% 04/01/2037	Government Obligation	7,824	7,937
14,221	Fhl me PC Pl G0-4593 5.500% 01/01/2037	Government Obligation	15,274	15,537
9,411	Fhl me PC Gold Com b Go-5472 4.500% 06/01/2039	Government Obligation	10,085	9,960
20,798	Federal Home Ln Mtg Corp Partn 3.000% 11/01/2042	Government Obligation	21,295	19,733
11,372	Fhl me PC Pl GI -4593 4.000% 05/01/2027	Government Obligation	12,107	12,012
29,235	Fhlmc PC Pl GI -4800 4.000% 06/01/2025	Government Obligation	31,116	30,857
9,278	Fhl me PC Gold Pl Q0-3139 4.000% 09/01/2041	Government Obligation	9,518	9,559
11,419	Federal Home Ln Mtg Corp Partn 3.000% 12/0112042	Government Obligation	11,690	10,831
22,137	Federal Home Ln Mtg Corp Partn 3.500% 03/01/2043	Government Obligation	22,072	22,002
19,485	Federal Natl Mtg Assn Gtd Mtg 3.500% 10/01/2026	Government Obligation	20,703	20,391
6,062	Fnma Pass Tluu Pl Aj6943 3.500% 11/01/2026	Government Obligation	6,407	6,355
27,507	Federal Natl Mtg Assn Gtd Mtg 3.000% 03/01/2027	Government Obligation	29,277	28,104
6,691	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2027	Government Obligation	6,843	6,836
17,503	Fnma Pass Tluu Pl AllOl3 5.500% 01/01/2037	Government Obligation	18,868	19,267
32,692	Fnma Pass Tluu Pl All319 4.500% 10/0112041	Government Obligation	35,259	34,647
26,247	Fnma Pass Tluu Pl Al3484 4.500% 10/01/2042	Government Obligation	27,719	27,889
18,301	Fnma Pass Tluu 30 Yr Pl Al3498 3.500% 05/01/2043	Government Obligation	18,825	18,210
20,516	Fnma Pass Tluu Pl Al3544 2.418% 05/01/2043	Government Obligation	20,295	20,064
23,768	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2043	Government Obligation	24,459	22,592
16,674	Fnma Pass Tluu Pl Al3938 3.500% 07/01/2028	Government Obligation	17,452	17,462
27,104	Fnma Pass Tluu Pl A07617 3.000% 06/01/2027	Government Obligation	28,298	27,693
28,923	Fnma Pass Thro Pl A07628 3.000% 06/01/2027	Government Obligation	30,197	29,552
15,745	Fnma Pass Tluu Pl Ap4750 3.500% 08/01/2027	Government Obligation	16,604	16,491
22,562	Federal Natl Mtg Assn Gtd Mtg 3.500% 11/01/2042	Government Obligation	23,880	22,449
7,345	Federal Natl Mtg Assn Gtd Mtg 3.500% 11/01/2042	Government Obligation	7,774	7,309
7,846	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2043	Government Obligation	8,049	7,456
9,265	Fnma Pass Tluu Pl Ar4177 3.000% 02/01/2028	Government Obligation	9,472	9,470
82,568	Fnma Pass Tluu 30 Yr Pl As0784 4.000% 10/01/2043	Government Obligation	86,984	85,104
24,878	Fnma Pass Tluu Pl At! 156 3.293% 09/01/2043	Government Obligation	25,705	25,214
43,459	Fnma Pass Tluu 15 Year 2.500% 05/01/2028	Government Obligation	45,253	43,061
22,380	Fnma Pass Tluu Pl Aul358 3.000% 07/01/2028	Government Obligation	22,907	22,879
19,900	Fnma Pass Tluu Pl Avl820 3.500% 12/01/2028	Government Obligation	21,120	20,841
42,929	Fnma Pass Tluu Pl Av2959 4.500% 12/01/2043	Government Obligation	46,249	45,640
2,743	Fnma Pass-Tluu Lng 30 Y Cl725 5.500% 08/01/2034	Government Obligation	3,007	3,019
2,752	Fnma Pass Tluu Pl 735141 5.500% 01/01/2035	Government Obligation	3,011	3,028
20,996	Fnma Pass-Tluu Lng 30 Y 735403 5.000% 04/01/2035	Government Obligation	22,637	22,792
15,965	Fnma Pass Tluu Pool 735439 6.000% 09/01/2019	Government Obligation	17,062	17,026
21,173	Fnma Pass Tluu Pl 735930 5.500% 12/01/2018	Government Obligation	22,477	22,623
14,614	Fnma Pass Tluu Pool 745238 6.000% 12/01/2020	Government Obligation	15,676	15,487
352	Fnma Pass Tluu Pl Cl745875 6.500% 09/01/2036	Government Obligation	393	391
8,163	Fnma Pass Tluu Pl Cl745932 6.500% 11/01/2036	Government Obligation	9,025	9,070
25,197	Federal Natl Mtg Assn Gtd Mtg 3.500% 04/01/2042	Government Obligation	26,646	25,064
4,356	Fnma Pass Tluu Pl 995112 5.500% 07/01/2036	Government Obligation	4,703	4,792
23,472	Fnma Pass Tluu Pl Ab3495 3.500% 09/01/2026	Government Obligation	24,672	24,577
27,049	Federal Natl Mtg Assn Gtd Mtg 3.500% 07/01/2026	Government Obligation	28,807	28,309
9,822	Federal Natl Mtg Assn Gtd Mtg 3.500% 05/01/2032	Government Obligation	10,385	10,002
9,462	Federal Natl Mtg Assn Gtd Mtg 3.000% 10/01/2042	Government Obligation	9,907	8,996
72,128	Fnma Pass Tluu Pl Ab8993 2.500% 04/01/2028	Government Obligation	75,211	71,467
19,660	Fnma Pass-Tluu Pool M'a0895 3.500% 11/01/2031	Government Obligation	20,968	20,018
9,776	Federal Natl Mtg Assn Gtd Mtg 3.000% 12/01/2027	Government Obligation	10,396	9,995
58,796	Federal Natl Mtg Assn Gtd Mtg 3.000% 08/01/2033	Government Obligation	57,722	57,930
32,233	Fnma Pass-Tluu Pool# Mal557 3.000% 08/01/2028	Government Obligation	32,833	32,603
13,973	Fnma Pass Tluu Pl Ae0443 6.500% 10/01/2039	Government Obligation	15,537	15,515
1,000	U nited States Treas Nts 0.250% 12115/2015	Government Obligation	997	998
1,800,000	Fed! Home Loans Banks 03.12500% 9/21/2020 Cons Bond	Government Obligation	1,800,007	1,467,225
TOTAL GOVERNMENT OBLIGATIONS			3,703,591	3,341,259
		SUBTOTAL	10,396,960	12,010,797
NOTES RECEIVABLE FROM PARTICIPANTS		Notes receivable from participants, bearing interest at rates that range from 5.75% to 8.00% payable in biweekly principal and interest payments over terms ranging from one to five years or longer for principal **residence.**	$	$ 31,248

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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
PINDLER & PINDLER, INC. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1961

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

11910 POINDEXTER AVENUE

MOORPARK, CA 93021

2b Employer Identification Number (EIN) 95-1851466

2c Sponsor's telephone number (805) 531-9090

2d Business code (see instructions) 321900

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	S.L. Crawford	10/07/2014	S.L. Crawford Jr.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

CURT R. PINDLER

11910 POINDEXTER AVENUE

MOORPARK, CA 93021

3b Administrator's EIN
95-6009159

3c Administrator's telephone number
(805) 531-9090

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**	166
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**	132
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	154
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	154
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	150
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 3D

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ 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)

PINDLER & PINDLER, INC.
EMPLOYEES' PROFIT SHARING PLAN
Plan: 001
TAX ID# 95-1851466
December 31,2013
Schedule H, Line 4i- Schedule of Assets Held for Investment Purposes at End of Year

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor, or similar party		Description of investment including, **maturity date, rate of interest, collateral,** par or maturity value	Cost	Current Value
180,153	Highmark Diversified Money Market	Cash & Cash Equivalents	$ 180,153	$ 180,153
22,409	Primary Liquidity Fund	Cash & Cash Equivalents	22,409	22,409
34,110	Primary Liquidity Fund	Cash & Cash Equivalents	34,110	34,110
80,750	Primary Liquidity Fund	Cash & Cash Equivalents	80,750	80,750
7,245	Primary Liquidity Fund	Cash & Cash Equivalents	7,245	7,245
72,643	Primary Liquidity Fund	Cash & Cash Equivalents	72,643	72,643
109,627	Primary Liquidity Fund	Cash & Cash Equivalents	109,627	109,627
31,707	Primary Liquidity Fund	Cash & Cash Equivalents	31,707	31,707
4,084	Primary Liquidity Fund	Cash & Cash Equivalents	4,084	4,084
97,888	Union Bank Money Market	Cash & Cash Equivalents	97,889	97,889
TOTAL CASH & CASH EQUIVALENTS			640,617	640,617
260	Carrizo Oil & Gas Inc	Common Stock	10,736	11,640
142	Helmerich & Payne Inc W/Rtd To P	Common Stock	10,068	11,939
213	Whiting Petroleum Corp	Common Stock	10,957	13,178
134	Albemarle Corp	Common Stock	8,499	8,494
221	Kapstone Paper & Packaging Corp	Common Stock	9,812	12,345
237	Silgan Holdings Inc	Common Stock	11,238	11,381
146	Be Aerospace Inc	Common Stock	8,738	12,706
126	Enersys	Common Stock	7,703	8,831
158	Nordson Corp	Common Stock	11,567	11,739
169	Old Dominion Freight Lines Inc	Common Stock	8,655	8,960
429	Robert Halflnternational Inc	Common Stock	15,520	18,014
136	Towers Watson & Co Cl A	Common Stock	15,212	17,355
285	United Rentals Inc	Common Stock	15,059	22,216
79	Valmont Inds Inc	Common Stock	10,752	11,780
245	Wabtec	Common Stock	15,530	18,196
190	Autoliv Inc	Common Stock	16,695	17,442
221	Autonation Inc Del	Common Stock	11,552	10,981
451	Dana Holding Corp	Common Stock	7,829	8,849
87	Dillards Inc - Cl A	Common Stock	6,876	8,457
308	Expedia Inc	Common Stock	16,252	21,455
261	Goe Hldgs Inc Cl A	Common Stock	14,830	15,255
288	Gentex Corp	Common Stock	8,519	9,498
624	Intl Game Technology	Common Stock	11,956	11,332
221	Petsmart Inc	Common Stock	17,051	16,078
134	Polaris Industries Inc	Common Stock	17,480	19,516
173	Visteon Corp	Common Stock	13,132	14,167
229	Williams Sonoma Inc	Common Stock	12,878	13,346
182	Wyndham Worldwide Corp	Common Stock	11,100	13,412
269	Signet Jewelers Limited	Common Stock	19,298	21,170
166	Sally Beauty Hldgs Inc	Common Stock	4,359	5,018
341	Akorn Inc	Common Stock	8,701	8,395
158	Genomic Health Inc	Common Stock	4,773	4,625
118	Hanger Orthepedic Group Inc	Common Stock	4,038	4,642
89	lncyte Pharmaceuticals Inc	Common Stock	3,532	4,506
334	KetyX Biopharmaceuticals Inc	Common Stock	4,275	4,325
105	Medivation Inc	Common Stock	6,556	6,701
251	Momenta Pharmaceuticals Inc	Common Stock	4,516	4,438
332	Parexel International Corp	Common Stock	16,625	15,000
111	Salix Pharmaceuticals Ltd Delawa	Common Stock	7,819	9,983
55	United Therapeutics Corp Del	Common Stock	4,491	6,219
213	Universal Health Services Inc Cl	Common Stock	13,404	17,308
305	Wuxi Pharmatech Cayma n Inc	Common Stock	9,313	11,706
103	Jazz Pharmaceuticals Pie	Common Stock	9,328	13,036
158	Fleetcor Technologies Inc	Common Stock	17,493	18,513
71	Affiliated Ma nagers Group I nc	Common Stock	13,079	15,398
593	Cbre Group Inc	Common Stock	13,995	15,596
150	Cullen Frost Bankers Inc	Common Stock	10,571	11,165
174	Evercore Partners INC I A	Common Stock	8,750	10,402
277	First Rep Bank San Fran	Common Stock	13,005	14,501

195	Interactive Brokers Group Inc.	Common Stock	4,171	4,746
703	Janus Capital Group Inc	Common Stock	6,053	8,696
64	Marketaxess Hldgs Inc	Common Stock	4,213	4,283
560	Wisdomtree lnvts Inc	Common Stock	9,839	9,918
419	XI Group Pie	Common Stock	12,918	13,341
292	Ao! Inc	Common Stock	11,289	13,613
87	Alliance Data System Corp	Common Stock	18,591	22,875
285	Ciena Corp	Common Stock	6,818	6,820
237	Dolby Laboratories Inc Cl A	Common Stock	8,218	9,139
727	Entegris Inc	Common Stock	7,386	8,426
126	Fei Co	Common Stock	9,320	11,259
103	F5 Networks Inc	Common Stock	8,525	9,359
286	Finisar Corp	Common Stock	6,816	6,841
237	Gartner Group New Inc Cl A	Common Stock	11,807	16,839
261	Heartland Payment Sys Inc	Common Stock	10,341	13,008
316	lac Interactive Corp	Common Stock	17,344	21,694
459	hcia	Common Stock	7,069	6,109
213	Informatica Corporation	Common Stock	8,333	8,840
39	Manhattan Associates Inc	Common Stock	4,153	4,582
150	Mercadolibre Inc	Common Stock	20,436	16,169
324	Ravi Corp	Common Stock	6,269	6,380
506	Tibco Software Inc	Common Stock	13,394	11,375
553	Total System Services Inc	Common Stock	14,981	18,404
221	lnterxion Holding NV	Common Stock	4,904	5,218
316	Nxp Semiconductors N V	Common Stock	11,904	14,514
173	Neustar Inc Cl A	Common Stock	8,427	8,626
845	Bg Group Pie Ad r Fin I nst New	Common Stock	3,640	18,328
624	Bp Pie Span Adr	Common Stock	32,475	30,333
501	Eni Spa-Sponsored Adr	Common Stock	21,977	24,293
1,615	Iberd rola SA	Common Stock	39,087	41,263
331	Royal Dutch Shell Pie Spans	Common Stock	18,394	23,590
561	Total Fi na S.A Ads Rpstg 1/2	Common Stock	25,604	34,372
954	Abb Ltd	Common Stock	17,487	25,338
2	Vinci SA Ad r	Common Stock	20,910	28,723
246	Daim ler Ag	Common Stock	13,313	21,486
691	Reed Elsevier NV Adr	Common Stock	21,010	29,485
76	Toyota Motor Corp Adr New	Common Stock	5,683	9,266
2,615	Carrefou r SA	Common Stock	11,988	20,606
938	Kao Corp Spns Adr	Common Stock	24,825	29,688
1,694	Koninklijke Ahold NV	Common Stock	21,942	30,509
144	Nestle Sa-Sponsored Adr	Common Stock	10,453	10,597
341	Seven & I Hldgs Co Ltd	Common Stock	16,038	27,287
812	Uni lever Pie Sponsored Adr	Common Stock	18,830	33,454
2,053	Tesco Pie-Sponsored Adr	Common Stock	38,624	34,573
605	Glaxo Smithkline Pie Spn Adr	Common Stock	29,165	32,301
575	Novartis Ag-Sponsored Ad r	Common Stock	31,946	46,219
642	Sanofi-Aventis Adr	Common Stock	21,626	34,430
986	Takeda Pharmaceutical Co Ltd	Common Stock	23,758	22,698
762	Teva Pharmaceutica I Ind	Common Stock	32,299	30,541
2,792	Banco Santander Central Hispa	Common Stock	20,019	25,323
604	Qbe Ins Grou p Litd	Common Stock	7,380	6,203
975	Tokio Ma rine Hldgs Inc	Common Stock	21,348	32,614
616	United Overseas Ba nk Ltd	Common Stock	15,571	20,710
734	Zurich I ns Grou p Ltd	Common Stock	17,446	21,411
799	Canon lnc-Adr New Repstg 5 Sh	Common Stock	22,538	25,568
198	Sap Ag-Sponsored Ad r	Common Stock	14,573	17,254
1,230	Taiwan Semicond uctor Mfg Co L	Common Stock	12,013	21,451
1,016	TokYo Electron Ltd Adr	Common Stock	12,478	14,051
293	China Mobi le Hong Kong Ltd Sp	Common Stock	15,095	15,321
2,360	Deutsche Telekom Ag Ad r	Common Stock	37,038	40,734
332	Nn Dacoma Inc Sponsored Ad r	Common Stock	5,318	5,481
1,826	Orange	Common Stock	35,119	22,551
636	Singapore Telecommunication L	Common Stock	14,007	18,508
1,733	Telefonica SA Sponsored Adr	Common Stock	25,013	28,317
773	Vodafone Group Pie Adr	Common Stock	16,905	30,387
394	Gdf Suez Spns Adr	Common Stock	13,448	9,326
473	National Grid Pie Sp Adr	Common Stock	24,414	30,896
549	Rwe Ag-Sponsored Adr Repstg	Common Stock	20,495	20,203
521	Helix Energy Solutions	Common Stock	12,357	12,077
1,339	Key Energy Services Inc	Common Stock	10,697	10,578
892	Kodiak Oil And Gas Corp	Common Stock	8,194	9,999
1,580	Magnum Hunter Res Corp Del	Common Stock	6,116	11,550
223	Pde Energy Inc	Common Stock	13,881	11,868
2,200	Hercules Offshore Inc	Common Stock	10,167	14,346

305	Axiall Corp	Common Stock	13,017	14,469
630	Cambrex Corp	Common Stock	11,845	11,233
134	Eagle Materials Inc	Common Stock	6,169	10,376
120	Kaiser Alwninwn Corp	Common Stock	6,227	8,429
379	Ployone Corp	Common Stock	9,210	13,398
236	Beacon Roofing Supply Inc	Common Stock	7,869	9,506
116	Chart Industries Inc	Common Stock	9,126	11,094
718	Exelis Inc	Common Stock	8,195	13,685
220	Generac Hldgs Inc	Common Stock	9,007	12,461
562	Manitowoc Co Inc	Common Stock	8,998	13,106
249	Navistar International Corp	Common Stock	8,398	9,509
304	Spirit Airli nes I nc	Common Stock	8,229	13,805
75	Triumph Grou p Inc New	Common Stock	4,027	*·5,105*
496	Tutor Perini Corp	Common Stock	9,271	13,045
460	Usg Corp New	Common Stock	10,019	13,055
226	Foster Wheeler Ag	Common Stock	4,790	7,458
1,012	Scorpio Tankers Inc	Common Stock	10,016	11,931
245	Burlington Stores I nc	Common Stock	5,819	7,840
1,638	Cwnulus Media Inc-Cl A	Common Stock	9,244	12,662
222	Dana Holding Corp	Common Stock	4,200	4,356
311	tmax Corp	Common Stock	6,726	9,168
686	Krispy Kreme Doughnuts Inc	Common Stock	13,669	13,233
254	Life Time Fitness Inc	Common Stock	13,431	11,938
178	Lithia Motors Inc	Common Stock	7,152	12,357
385	Nexstar Broadcasting Group	Common Stock	6,284	21,456
548	Pier I Imports Inc	Common Stock	11,863	12,648
555	Pinnacle Entertainment Inc	Common Stock	6,172	14,424
255	Ryland Group Inc	Common Stock	10,741	ll,o70
646	Scientific Games Corp	Common Stock	11,314	10,937
625	E W Scripps Co Cl A	Common Stock	10,097	13,575
655	Sinclair Broadcast Group I nc	Common Stock	7,571	23,403
927	Orient-Express Hotels Ltd Cl	Common Stock	10,240	14,007
50	Hain Celestia I Group Inc	Common Stock	2,854	4,539
225	Centene Corp	Common Stock	10,000	13,264
351	lmpax Laboratories Inc	Common Stock	8,448	8,824
418	Nps Pharmaceuticals Inc	Common Stock	11,650	12,690
365	Sagen! Pharmaceuticals Inc	Common Stock	8,607	9,264
115	Team Health Holdings Inc	Common Stock	3,926	5,238
197	Icon Pie	Common Stock	4,280	7,962
509	Capital Bank Finl Corp	Common Stock	9,349	11,580
198	Evercore Partners IN Cl A	Common Stock	7,397	11,836
679	Everbank Finl Corp	Common Stock	10,896	12,453
661	Fxcm lnc CI A	Common Stock	10,606	11,792
1,620	Felcor Lodging Trust Inc	Common Stock	6,771	13,219
563	Firstmerit Corp	Common Stock	8,831	12,515
442	Hff inc	Common Stock	8,443	11,868
837	Keg Hldgs Inc	Common Stock	9,878	10,011
353	Pebblebrook Hotel Trust	Common Stock	8,353	10,858
220	Privatebancorp Inc	Common Stock	6,242	6,365
2I8	Stifel Financial Corp	Common Stock	7,760	10,447
3,522	Synovus Financial Corp	Common Stock	9,623	12,679
514	Western Alliance Bancorp	Common Stock	3,346	12,264
823	Wisdomtree lnvts Inc	Common Stock	9,681	14,575
291	Dealertrack Holdings Inc	Common Stock	10,938	13,991
436	Evertec Inc	Common Stock	9,961	10,752
548	Finisar Corp	Common Stock	8,277	13,108
207	Gago Inc	Common Stock	6,739	5,139
933	Jds Uniphase Corp	Common Stock	12,013	12,115
438	Mastec Inc	Common Stock	12,609	14,331
311	Qlik Technologies Inc	Common Stock	7,378	8,282
1,362	RfMicro Devices Inc	Common Stock	5,809	7,028
395	Rally Software Dev Corp	Common Stock	11,310	7,683
776	Servicesource Intl LLC	Common Stock	8,973	6,503
901	Teradyne Inc W/Rts To Pur C/Stk	Common Stock	12,690	15,876
53	Tyler Technologies Inc	Common Stock	2,272	5,413
479	Verifone Holdings Inc	Common Stock	10,454	12,847
195	Fleetmatics Group Pie	Common Stock	6,364	8,434
898	Radware Ltd	Common Stock	14,797	16,146
279	Cavium Inc	Common Stock	9,189	9,628
251	Cogent Comm Group Inc	Common Stock	6,848	10,143
386	Intelsat SA	Common Stock	7,765	8,700
1,180	Baker Hughes Inc	Common Stock	52,757	65,207
417	Halliburton Co	Common Stock	20,649	21,163
1,541	Ultra Petrolewn	Common Stock	31,715	33,363

3,511	Alcoa Inc	Common Stock	28,333	37,322
1,674	Sealed Air Corp New	Common Stock	27,513	57,000
1,572	Wpx Energy Inc	Common Stock	23,460	32,037
1,944	R R Donnelley & Sons Co	Common Stock	23,842	39,424
1,590	General Electric Co	Common Stock	32,814	44,568
280	Reliance Steel & Aluminum Co	Common Stock	19,316	21,235
506	Robert Halflnternational Inc	Common Stock	15,317	21,247
893	Omnicom Group Inc	Common Stock	45,622	66,4I2
3,811	Staples Inc	Common Stock	52,465	60,557
1,169	Te Connectivity Ltd	Common Stock	43,539	64,424
3,417	Avon Products Inc	Common Stock	60,975	58,84I
996	Aetna Inc New	Common Stock	42,273	68,3I6
885	Baxter International Inc	Common Stock	51,714	61,552
I,241	Eli Lilly & Co	Common Stock	55,021	63,291
207	Actavis Pie	Common Stock	I9,034	34,776
889	Allstate Corp	Common Stock	29,957	48,486
1,226	American Intl Group Inc	Common Stock	43,421	62,587
4,188	Bank Of Amer Corp	Common Stock	34,596	65,207
1,182	Citigroup Inc	Common Stock	40,837	61,594
813	J P Morgan Chase & Co	Common Stock	32,573	47,544
1,422	Lincoln National Corp	Common Stock	33,960	73,404
417	Metlife Inc	Common Stock	19,823	22,485
I,619	Information Technology Electronic Arts Inc	Common Stock	24,443	37,I40
2,751	Hewlett Packard Co	Common Stock	46,734	76,973
2,807	lntersil Hldg Corp	Common Stock	22,457	32,199
2	Microsoft Corp	Common Stock	51,047	66,066
6,419	Xerox Corp	Common Stock	47,185	78,119
430	Energy Chevron Corp New	Common Stock	30,638	53,711
855	Conocophillips	Common Stock	40,352	60,406
745	Diamond Offshore Drilling Inc	Common Stock	52,599	42,405
775	Royal Dutch Shell Pie Adr B	Common Stock	54,953	58,2IO
820	E I Du Pont de Nemours & Co	Common Stock	33,373	53,275
425	Boeing Co	Common Stock	I9,8IO	58,008
2,150	General Electric Co	Common Stock	50,7I8	60,265
820	Raytheon Co Com New	Common Stock	42,331	74,374
350	3M Company	Common Stock	2I,868	49,088
580	Genuine Parts Co	Common Stock	24,990	48,250
410	Diageo Pie-Sponsored Adr New	Common Stock	22,314	54,292
455	Kimberly Clark Corp	Common Stock	32,457	47,529
433	Kraft Foods Group Inc	Common Stock	15,490	23,343
490	Philip Morris Intl Inc	Common Stock	22,233	42,694
1,250	Unilever	Common Stock	32,206	50,288
1,500	Altria Group Inc	Common Stock	33,467	57,585
1,100	Astrazeneca Pie Sponsored Adr	Common Stock	50,465	65,307
770	Johnson & Johnson	Common Stock	47,448	70,524
1,200	Eli Lilly & Co	Common Stock	51,747	61,200
1,300	Merck & Co Inc New	Common Stock	45,402	65,065
1,050	Hep Inc	Common Stock	36,665	38,136
810	Hsbc Holdings Pie Adr	Common Stock	37,294	44,655
790	Health Care REIT Inc	Common Stock	38,153	42,320
640	J P Morgan Chase & Co	Common Stock	29,491	37,427
940	Metlife Inc	Common Stock	38,069	50,685
670	Travelers Companies Inc	Common Stock	35,529	60,662
2,110	Cisco Systems Inc	Common Stock	42,989	47,327
2,120	Intel Corp	Common Stock	50,813	55,025
1,450	Microsoft Corp	Common Stock	40,233	54,245
1,550	At&T lnc	Common Stock	44,423	54,498
1,085	Bee Inc	Common Stock	47,936	46,970
1,855	Vodafone Group Pie Adr	Common Stock	50,821	72,920
550	Utilities Dominion Resources Inc VA New	Common Stock	22,709	35,580
710	Nextera Energy Inc	Common Stock	37,282	60,790
236	Eog Res Inc	Common Stock	37,698	39,610
410	Exxon Mobil Corp	Common Stock	23,910	41,492
610	Noble Energy Inc	Common Stock	37,153	41,547
400	Schlumberger Ltd	Common Stock	25,092	36,044
505	Fmc Corp New	Common Stock	33,550	38,107
440	Monsanto Co	Common Stock	32,867	51,282
310	Praxair Inc	Common Stock	14,188	40,309
800	Canadian National Railway	Common Stock	17,220	45,616
265	Cummins Engine Co Inc	Common Stock	26,705	37,357
502	Illinois Tool Works Inc	Common Stock	38,837	42,208
190	Precision Castparts Corp	Common Stock	30,942	51,167
500	United Technologies Corp	Common Stock	25,006	56,900
98	Chipotle Mexican Grill Inc	Common Stock	34,699	52,212

910	Comcast Corp New Cl A	Common Stock	33,019	47,288
485	Walt Disney Co	Common Stock	32,654	37,054
720	Dollar Tree Inc	Common Stock	29,591	40,622
485	Home Depot Inc	Common Stock	38,268	39,935
830	Tjx Companies Inc New	Common Stock	18,157	52,896
640	Colgate Palmolive Co	Common Stock	20,095	41,734
405	Estee Lauder Companies Inc Cl A	Common Stock	25,121	30,505
910	Mondelez Intl Inc	Common Stock	19,370	32,123
295	Allergan Inc	Common Stock	27,474	32,769
675	Amerisourcebergen Corp	Common Stock	36,753	47,459
287	Celgene Corp	Common Stock	36,124	48,494
485	Johnson & Johnson	Common Stock	32,414	44,421
501	Unitedhealth Group Inc	Common Stock	35,426	37,725
265	Perrigo Co Pie	Common Stock	27,451	40,667
525	American Express Company	Common Stock	36,748	47,633
209	Intercontinentalexchange Group	Common Stock	37,200	47,008
1,655	Charles Schwab Corp New	Common Stock	29,212	43,030
550	Travelers Companies Inc	Common Stock	32,821	49,797
719	Adobe Systems Inc	Common Stock	27,173	43,053
745	Analog Devices Inc	Common Stock	36,007	37,943
71	Apple Inc	Common Stock	9,583	39,832
215	Citrix Systems Inc	Common Stock	13,954	13,599
755	Ebay Inc Com	Common Stock	34,551	41,423
44	Google Inc Cl A	Common Stock	26,420	49,311
615	Qualcomm Inc	Common Stock	29,208	45,664
205	Visa Inc	Common Stock	37,280	45,649
967	Facebook Inc	Common Stock	36,620	52,846
157	Canadian Natural Resources	Common Stock	7,217	5,313
105	Schlumberger Ltd	Common Stock	10,942	9,462
170	Suncor Energy Inc	Common Stock	10,076	5,959
115	Talisman Energy Inc	Common Stock	2,482	1,340
210	Tenaris SA Sponsored Adr	Common Stock	13,237	9,175
90	Enseco Pie Cl A	Common Stock	5,154	5,146
330	Nabors Industries Ltd New	Common Stock	12,313	5,607
250	Noble Corp Pie	Common Stock	16,018	9,368
570	Weatherford International Ltd	Common Stock	17,214	8,829
30	Core Laboratories NV	Common Stock	2,110	5,729
65	Agrium Inc	Common Stock	2,131	5,946
70	Basf Ag Spans Adr	Common Stock	4,902	7,545
155	Bhp Limited Sponsored Adr	Common Stock	12,276	10,571
20	Fibria Celulose SA	Common Stock	1,160	234
195	Potash Corp Of Saskatchewan	Common Stock	8,427	6,427
95	Teck Cominco Ltd Cl B	Common Stock	4,376	2,471
225	ValeS A Adr	Common Stock	8,267	3,431
10	Yara Intl Adr	Common Stock	888	429
215	Rio Tinto Pie SpA Adr	Common Stock	16,206	12,132
160	Canadian National Railway	Common Stock	4,006	9,123
51	Allegion Pub Ltd Co	Common Stock	1,228	2,254
101	Eaton Corp Pie	Common Stock	5,480	7,688
155	Ingersoll-Rand Pie	Common Stock	4,816	9,548
100	Canadian Pacific Railway Ltd	Common Stock	6,381	15,132
65	British American Tobacco Adr	Common Stock	4,585	6,982
70	Diageo Pie-Sponsored Adr New	Common Stock	5,176	9,269
125	Unilever	Common Stock	3,611	5,029
167	Nestle Sa-Sponsored Adr	Common Stock	7,684	12,290
90	Novartis Ag-Sponsored Adr	Common Stock	4,784	7,234
60	Axa-Uap-Sponsored Adr	Common Stock	1,928	1,673
60	Brookfield Asset Mgmt Inc	Common Stock	2,056	2,330
60	Manulife Financial Corp	Common Stock	2,192	1,184
30	Partnerre Hldgs Ltd	Common Stock	2,173	3,163
150	Ubs Ag	Common Stock	3,434	2,888
TOTAL COMMON STOCKS			6,052,752	8,028,921
1,000	U S Treasury Notes 2.250% 05/31/2014	Government Obligation	1,009	1,009
1,000	United States Treas Nts 1.250% 09/30/2015	Government Obligation	1,021	1,016
59,000	U nited States Treas Nts 1.375% 09/30/2018	Government Obligation	58,651	58,281
3,000	United States Treas Nts 0.875% 12/31/2016	Government Obligation	3,009	3,007
95,000	U nited States Treas Nts 0.375% 03/15/2015	Government Obligation	95,184	95,197
183,000	United States Treas Nts 0.250% 03/31/2015	Government Obligation	182,977	183,101
106,000	U nited States Treas Nts 0.500% 06/15/2016	Government Obligation	105,753	105,892
80,000	Un ited States Treas Nts 0.375% 06/30/2015	Government Obligation	80,071	80,166
118,000	U nited States Treas Nts 2.750% I1/15/2023	Government Obligation	I 18,086	115,437
65,000	Federal Natl Mtg Assn 0.875% 05/21/2018	Government Obligation	65,192	62,875

41,000	Freddie Mac 0.500% 05/13/2016	Government Obligation	40,982	40,950
7,282	Fhl me PC Pl A6-0064 5.500% 04/01/2037	Government Obligation	7,824	7,937
14,221	Fhl me PC Pl G0-4593 5.500% 01/01/2037	Government Obligation	15,274	15,537
9,411	Fhl me PC Gold Com b Go-5472 4.500% 06/01/2039	Government Obligation	10,085	9,960
20,798	Federal Home Ln Mtg Corp Partn 3.000% 11/01/2042	Government Obligation	21,295	19,733
11,372	Fhl me PC Pl GI -4593 4.000% 05/01/2027	Government Obligation	12,107	12,012
29,235	Fhlmc PC Pl GI -4800 4.000% 06/01/2025	Government Obligation	31,116	30,857
9,278	Fhl me PC Gold Pl Q0-3139 4.000% 09/01/2041	Government Obligation	9,518	9,559
11,419	Federal Home Ln Mtg Corp Partn 3.000% 12/0112042	Government Obligation	11,690	10,831
22,137	Federal Home Ln Mtg Corp Partn 3.500% 03/01/2043	Government Obligation	22,072	22,002
19,485	Federal Natl Mtg Assn Gtd Mtg 3.500% 10/01/2026	Government Obligation	20,703	20,391
6,062	Fnma Pass Tluu Pl Aj6943 3.500% 11/01/2026	Government Obligation	6,407	6,355
27,507	Federal Natl Mtg Assn Gtd Mtg 3.000% 03/01/2027	Government Obligation	29,277	28,104
6,691	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2027	Government Obligation	6,843	6,836
17,503	Fnma Pass Tluu Pl AllOl3 5.500% 01/01/2037	Government Obligation	18,868	19,267
32,692	Fnma Pass Tluu Pl All319 4.500% 10/0112041	Government Obligation	35,259	34,647
26,247	Fnma Pass Tluu Pl Al3484 4.500% 10/01/2042	Government Obligation	27,719	27,889
18,301	Fnma Pass Tluu 30 Yr Pl Al3498 3.500% 05/01/2043	Government Obligation	18,825	18,210
20,516	Fnma Pass Tluu Pl Al3544 2.418% 05/01/2043	Government Obligation	20,295	20,064
23,768	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2043	Government Obligation	24,459	22,592
16,674	Fnma Pass Tluu Pl Al3938 3.500% 07/01/2028	Government Obligation	17,452	17,462
27,104	Fnma Pass Tluu Pl A07617 3.000% 06/01/2027	Government Obligation	28,298	27,693
28,923	Fnma Pass Thro Pl A07628 3.000% 06/01/2027	Government Obligation	30,197	29,552
15,745	Fnma Pass Tluu Pl Ap4750 3.500% 08/01/2027	Government Obligation	16,604	16,491
22,562	Federal Natl Mtg Assn Gtd Mtg 3.500% 11/01/2042	Government Obligation	23,880	22,449
7,345	Federal Natl Mtg Assn Gtd Mtg 3.500% 11/01/2042	Government Obligation	7,774	7,309
7,846	Federal Natl Mtg Assn Gtd Mtg 3.000% 02/01/2043	Government Obligation	8,049	7,456
9,265	Fnma Pass Tluu Pl Ar4177 3.000% 02/01/2028	Government Obligation	9,472	9,470
82,568	Fnma Pass Tluu 30 Yr Pl As0784 4.000% 10/01/2043	Government Obligation	86,984	85,104
24,878	Fnma Pass Tluu Pl At! 156 3.293% 09/01/2043	Government Obligation	25,705	25,214
43,459	Fnma Pass Tluu 15 Year 2.500% 05/01/2028	Government Obligation	45,253	43,061
22,380	Fnma Pass Tluu Pl Aul358 3.000% 07/01/2028	Government Obligation	22,907	22,879
19,900	Fnma Pass Tluu Pl Avl820 3.500% 12/01/2028	Government Obligation	21,120	20,841
42,929	Fnma Pass Tluu Pl Av2959 4.500% 12/01/2043	Government Obligation	46,249	45,640
2,743	Fnma Pass-Tluu Lng 30 Y Cl725 5.500% 08/01/2034	Government Obligation	3,007	3,019
2,752	Fnma Pass Tluu Pl 735141 5.500% 01/01/2035	Government Obligation	3,011	3,028
20,996	Fnma Pass-Tluu Lng 30 Y 735403 5.000% 04/01/2035	Government Obligation	22,637	22,792
15,965	Fnma Pass Tluu Pool 735439 6.000% 09/01/2019	Government Obligation	17,062	17,026
21,173	Fnma Pass Tluu Pl 735930 5.500% 12/01/2018	Government Obligation	22,477	22,623
14,614	Fnma Pass Tluu Pool 745238 6.000% 12/01/2020	Government Obligation	15,676	15,487
352	Fnma Pass Tluu Pl Cl745875 6.500% 09/01/2036	Government Obligation	393	391
8,163	Fnma Pass Tluu Pl Cl745932 6.500% 11/01/2036	Government Obligation	9,025	9,070
25,197	Federal Natl Mtg Assn Gtd Mtg 3.500% 04/01/2042	Government Obligation	26,646	25,064
4,356	Fnma Pass Tluu Pl 995112 5.500% 07/01/2036	Government Obligation	4,703	4,792
23,472	Fnma Pass Tluu Pl Ab3495 3.500% 09/01/2026	Government Obligation	24,672	24,577
27,049	Federal Natl Mtg Assn Gtd Mtg 3.500% 07/01/2026	Government Obligation	28,807	28,309
9,822	Federal Natl Mtg Assn Gtd Mtg 3.500% 05/01/2032	Government Obligation	10,385	10,002
9,462	Federal Natl Mtg Assn Gtd Mtg 3.000% 10/01/2042	Government Obligation	9,907	8,996
72,128	Fnma Pass Tluu Pl Ab8993 2.500% 04/01/2028	Government Obligation	75,211	71,467
19,660	Fnma Pass-Tluu Pool M'a0895 3.500% 11/01/2031	Government Obligation	20,968	20,018
9,776	Federal Natl Mtg Assn Gtd Mtg 3.000% 12/01/2027	Government Obligation	10,396	9,995
58,796	Federal Natl Mtg Assn Gtd Mtg 3.000% 08/01/2033	Government Obligation	57,722	57,930
32,233	Fnma Pass-Tluu Pool# Mal557 3.000% 08/01/2028	Government Obligation	32,833	32,603
13,973	Fnma Pass Tluu Pl Ae0443 6.500% 10/01/2039	Government Obligation	15,537	15,515
1,000	U nited States Treas Nts 0.250% 12115/2015	Government Obligation	997	998
1,800,000	Fed! Home Loans Banks 03.12500% 9/21/2020 Cons Bond	Government Obligation	1,800,007	1,467,225
TOTAL GOVERNMENT OBLIGATIONS			3,703,591	3,341,259
		SUBTOTAL	10,396,960	12,010,797
NOTES RECEIVABLE FROM PARTICIPANTS		Notes receivable from participants, bearing interest at rates that range from 5.75% to 8.00% payable in biweekly principal and interest payments over terms ranging from one to five years or longer for principal **residence.**	$	$ 31,248