

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

Part II	Basic Plan Information—enter all requested information								
1a Name of plan <u>THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN & TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1994</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1994</u>					
1b Three-digit plan number (PN) ▶	<u>001</u>								
1c Effective date of plan <u>01/01/1994</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE RIESE ORGANIZATION</u> <u>604 FIFTH AVE</u> <u>NEW YORK, NY 10020</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-1964041</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>212-560-1658</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>551112</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-1964041</u>		2c Sponsor's telephone number <u>212-560-1658</u>		2d Business code (see instructions) <u>551112</u>			
2b Employer Identification Number (EIN) <u>13-1964041</u>									
2c Sponsor's telephone number <u>212-560-1658</u>									
2d Business code (see instructions) <u>551112</u>									

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name THE RIESE ORGANIZATION	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 826
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 758
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 49
d Subtotal. Add lines 6a , 6b , and 6c	6d 807
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 807
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 131
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 3D 3H	

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE RIESE ORGANIZATION</u>	D Employer Identification Number (EIN) <u>13-1964041</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	
(2) Participant contributions.....	1b(2)	0	
(3) Other.....	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	538528	1451867
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other.....	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common.....	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property).....	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans.....	1c(8)	210024	277358
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2166767	2761348
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	1012557	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	3927876	4490573

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3927876	4490573
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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)	13534	
(B) Participants	2a(1)(B)	256188	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		269722
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	4004	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4004
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	123507	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		123507
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		511392
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		908625

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	345668	
(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)		345668
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	260	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		260
j Total expenses. Add all expense amounts in column (b) and enter total	2j		345928

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		562697
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: BERNSTEIN & PINCHUK LLP

(2) EIN: 13-1373183

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE RIESE ORGANIZATION</u>	D Employer Identification Number (EIN) <u>13-1964041</u>

Part I	Distributions
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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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>16-1470238</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	<u>0</u>	
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	<u>0</u>	
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

**THE RIESE ORGANIZATION
401(k) PROFIT SHARING PLAN
FINANCIAL STATEMENTS
and
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2013 and 2012**

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
The Riese Organization 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Riese Organization 401(k) Profit Sharing Plan, which comprise of statements of net assets available for benefits - cash basis as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits - cash basis for each of the years ended December 31, 2013 and 2012 and the supplemental Schedule of assets held for investment purposes as of December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with comprehensive basis of accounting other than 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis of Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Bernstein & Pinchuk LLP

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Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note 3, which was certified by Paychex Inc., the service trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the service trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the service trustee as of and for the year ended December 31, 2013 and 2012, that the information provided to the plan administrator by the service trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedules of assets held for investment purposes as of December 31, 2013 and 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

As described in Note 2, these financial statements were prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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

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

Bernstein & Pinchuk LLP

New York, New York
October 9, 2014

Bernstein & Pinchuk LLP

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THE RIESE ORGANIZATION
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits - Cash Basis

	December 31,	
	<u>2013</u>	<u>2012</u>
ASSETS		
Investments		
Interest in registered investment companies, at fair value	\$ 4,213,215	\$ 2,705,295
Participants loans	277,358	210,024
Guaranteed fund held in insurance company general account	-	1,012,557
	4,490,573	3,927,876
LIABILITIES		
Other liabilities	-	-
Net assets available for benefits	\$ 4,490,573	\$ 3,927,876

See accompanying notes to financial statements

THE RIESE ORGANIZATION
401(k) PROFIT SHARING PLAN
Statements of changes in Net Assets Available for Benefits - Cash Basis

	<u>Years ended December 31,</u>	
	<u>2013</u>	<u>2012</u>
Additions to Net Assets were Attributed to		
Contribution from employer	\$ 13,534	\$ 12,429
Contributions from participants	256,188	236,981
Interest income (loss)	4,004	(1,649)
Net investment gain from pooled separate accounts	511,392	286,546
Other income	123,507	6,233
	<u>908,625</u>	<u>540,540</u>
Deductions from Net Assets were Attributed to		
Payments to participants or beneficiaries	345,668	353,113
Administrative expenses	260	2,957
	<u>345,928</u>	<u>356,070</u>
Net increase in assets available for benefits	562,697	184,470
Net assets available for benefits - beginning of year	<u>3,927,876</u>	<u>3,743,406</u>
Net assets available for benefits - end of year	<u>\$4,490,573</u>	<u>\$ 3,927,876</u>

See accompanying notes to financial statements

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN

Notes to Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the The Riese Organization 401(k) Profit Sharing Plan ("the Plan") provides only general information. Participants should refer to the Summary Plan Description for more complete description of the Plan's provisions.

General

The Plan was organized on January 1, 1994. The Plan is a non-discriminatory Plan. The Plan is a defined contribution plan covering substantially all the employees of The Riese Organization ("the Company") who have completed at least six months of service, during which they have completed at least 1000 hours, and are age 21 or older. Eligible employees may enroll in the Plan on January 1, April 1, July 1 or October 1 coincident with or immediately following meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Plan participants may contribute up to 15 percent of their eligible compensation (as defined by the Plan agreement), subject to the annual limits of the Internal Revenue Code (the Code). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. In addition, at its discretion, the Company may make employer contributions to the Plan. The Company made a discretionary contribution equal to 5 percent of the participants' eligible contribution for the years ended December 31, 2013 and 2012.

Upon enrollment, participants may direct their employer and employee contribution into any of the available investment options. The Plan currently offers shares in registered investment companies managed by Paychex Inc. (the service trustee). Participants may change their investment options daily via an automated system.

Vesting

The participants vest 100% in their own contribution. In the employer contribution, the participants will vest 25% at the end of the first year of service, 50% after the second year and 100% after the third year.

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN - Continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions, (b) Plan earnings, and (c) forfeitures from a participant's employer matching sub-account, except excess aggregate contributions, which are reallocated to employer matching sub-accounts of other participants. There were no forfeitures allocated during each of the two years ended December 31, 2013 and 2012.

Participant Loans

Each participant may borrow from their accounts a maximum amount equal to the lesser of \$50,000 or 50 percent of the value of the participant's vested account. Loan repayment terms are not to exceed five years. However, if the loan is to acquire a principal residence, repayment may be longer than five years. Loans are collateralized by the balance in the participant's account and bear a reasonable rate of interest based on the interest charged by a bank or other professional lender for a loan in similar circumstances. Principal and interest are collected ratably through payroll deductions.

Payment of Benefits

The benefits to which a Plan participant is entitled is the benefit that can be provided by the contributions and earnings thereon allocated to such participant's account. Benefits payments are made upon separation, retirement, total and permanent disability, or death in the form of a lump-sum payment or a series of installment payments of life annuity.

Payment of Certain Expenses of Plan

The Company pays certain plan maintenance expenses incurred by the service trustee. During each of the two years ended December 31, 2013 and 2012, the administrator paid \$260 and \$2,957 of such expenses, respectively.

Plan Termination

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

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN

Notes to Financial Statements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The accompanying financial statements of the Plan have been prepared under the cash basis of accounting. Revenues are recognized and recorded when received in cash rather than when earned. Expenditures are recognized and recorded when cash is disbursed rather than when the obligation is incurred. Consequently, no accruals have been made for assets or liabilities.

Investment Valuation and Income Recognition

Shares of registered investment companies are valued at quoted market prices, if available, and if not at net asset values of shares held by the Plan at December 31, 2013 and 2012. Purchases and sales of securities, Interest income and Dividends are all recorded on the cash basis.

Benefit payments

Benefits are recorded when paid.

Participant loans

Participant loans are valued at their unpaid principal balances, which approximate fair value.

Administrative Expenses

Administrative expenses of the Plan are paid by the Company.

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of the assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit.

	Fair value Measurements Using		
	Fair Value	Quoted Prices of Net Asset Values For Identical Assets (Level 2)	Significant Unobservable Inputs (Level 3)
Year ended December 31, 2013			
Interest in registered investment companies	\$ 4,213,215	\$ 4,213,215	\$ -
Investment contract with insurance company	-	-	-
Participant loans	277,358	-	277,358
Total	<u>\$ 4,490,573</u>	<u>\$ 4,213,215</u>	<u>\$ 277,358</u>
Year ended December 31, 2012			
Interest in registered investment companies	\$ 2,705,295	\$ 2,705,295	\$ -
Investment contract with insurance company	1,012,557	-	1,012,557
Participant loans	210,024	-	210,024
Total	<u>\$ 3,927,876</u>	<u>\$ 2,705,295</u>	<u>\$ 1,222,581</u>

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 3 – FAIR VALUE MEASUREMENTS – Continued

FASB ASC 820 provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets of liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Fair Value Measurements

The fair value of mutual funds is based on closing quoted exchange values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices. None of the Plan's investments are based on level one inputs.

Level 2 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year end.

Level 3 Fair Value Measurements

The guaranteed investment contract with an insurance company and participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations, and the fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements. Book value of these accounts approximates fair value.

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 3 – FAIR VALUE MEASUREMENTS – Continued

Fair Value Measurement Using Significant Unobservable Inputs (Level 3)

	Investment Contract	Participant Loans	Total
Year ended December 31, 2013			
Beginning balance	\$ 1,012,557	\$ 210,024	\$ 1,222,581
Changes in net assets available for benefits			
Purchase, sales, insurance and settlement net	(1,012,557)	67,334	(945,223)
Ending balance	<u>\$ -</u>	<u>\$ 277,358</u>	<u>\$ 277,358</u>
Year ended December 31, 2012			
Beginning balance	\$ 1,047,720	\$ 238,940	\$ 1,286,660
Changes in net assets available for benefits			
Purchase, sales, insurance and settlement net	(35,163)	(28,916)	(64,079)
Ending balance	<u>\$ 1,012,557</u>	<u>\$ 210,024</u>	<u>\$ 1,222,581</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2013 and 2012 are reported in net investment gain from pooled separate accounts.

NOTE 4 – INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2001, the Plan entered into a benefit-responsive investment contract with Nationwide Life Insurance Company ("Nationwide"). Nationwide maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the plan by Nationwide. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 4 – INVESTMENT CONTRACT WITH INSURANCE COMPANY - Continued

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 was \$0. The crediting interest rate is based on a formula agreed upon with the issuer and are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Paychex Inc. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974.

The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

There is no investment contract with insurance company as of December 31, 2013 since the Company dismissed Nationwide and engaged Paychex Inc. during the year.

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 5 - INVESTMENTS

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

		December 31,	
		2013	2012
Investments, at fair value			
Mutual funds		<u>\$ 4,213,215</u>	<u>\$ 2,705,295</u>
		Years ended December 31,	
		2013	2012
Investment income			
Net investment gain (loss) from pooled separate accounts	\$	511,392	\$ 286,546
Interest income (loss)		4,004	(1,649)
Other income		123,507	6,233
	\$	<u>638,903</u>	<u>\$ 284,897</u>

Individual investments that represent 5 percent or more of the Plan's net assets available for benefits are as follows:

		Years ended December 31,	
		2013	2012
Nationwide Money Market Fund	\$	1,451,867	\$ -
Janus Advisors Balance Fund		539,061	344,602
Nationwide S & P 500 Index A		453,962	-
Oppenheimer Global Fund		357,666	288,245
Fidelity Advisors Equity Income Fund A		343,176	319,392
Gartmore Money Market Fund		-	538,528
Gartmore S & P 500 Index Fund		-	340,416
Gartmore Bond Index Fund		-	145,599

THE RIESE ORGANIZATION 401(K) PROFIT SHARING PLAN
Notes to Financial Statements

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan by a letter dated September 18, 2001, that the Plan is designed in accordance with applicable section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 7 - RISK AND UNCERTAINTIES

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

NOTE 8 - SUBSEQUENT EVENTS

The administrator of the Plan has evaluated subsequent events from the Statement of Assets Available for Benefits date through October 9, 2014 and has determined that there were no material subsequent events that require disclosure.

SUPPLEMENTAL INFORMATION

THE RIESE ORGANIZATION
401(k) PROFIT SHARING PLAN
Schedules of Assets Held for Investment Purposes

	December 31,	
	<u>2013</u>	<u>2012</u>
Aim Dynamics Fund	\$ -	\$ 50,176
Aim Small Capital Growth Fund	-	49,289
Amercian Century Heritage A	64,675	-
American Century Ultra Fund	-	52,424
AMFDS Income Fund	80,235	45,917
AMFDS Investment company of America R4	1,364	-
Dreyfus Midcap Value Fund	-	41,747
Fidelity Advisors Equity Income Fund A (*)	343,176 *	319,392 *
Fidelity Advisors Growth Opportunity Fund A	137,197	113,345
Franklin Balance Sheet Investment Fund	26,567	3,970
Franklin Growth A	6,354	-
Gartmore Bond Index Fund (*)	-	145,599 *
Gartmore S & P 500 Index Fund (*)	-	340,416 *
Gartmore Midcap Market Index Fund	-	84,307
Gartmore Money Market Fund(*)	-	538,528 *
Invesco Real Estate Y	18,380	-
Investment Co. of America	70,065	13,938
Janus Advisors Balanced Fund (*)	539,061 *	344,602 *
Janus Advisors Forty Fund	58,222	51,781
Lordabbett Balanced	1,743	914
Nationwide Bond Index A	124,239	-
Nationwide Mid Cap Market Index A	186,652	-
Nationwide Money Market Inst	1,451,867 *	-
Nationwide S & P 500 Index A	453,962 *	-
Neuberger Berman Manhattan Fund	-	134,398
Oppenheimer Global Fund(*)	357,666 *	288,245 *
Pioneer Mid Cap Value A	67,435	-
Pioneer Select Mid Cap Growth A	173,816	-
Putnam MultiCap Growth Fund	50,539	42,832
Templeton Growth Fund	-	10,109
Vankamp Real Estate Sec Fund	-	33,366
	<u>\$4,213,215</u>	<u>\$ 2,705,295</u>

(*) Represents investment comprising 5% or more of total value.

SUPPLEMENTAL INFORMATION

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401(k) PROFIT SHARING PLAN
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(*) Represents investment comprising 5% or more of total value.