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
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

MARATHON ASSETS MANAGEMENT, LP

ATTN CARLIE BISHOP
ONE BRYANT PARK
NEW YORK, NY 10036

2b Employer Identification Number (EIN)
13-3979511

2c Sponsor's telephone number
212-500-3005

2d Business code (see instructions)
523900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	DANIEL ROWLAND
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	144
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**	115
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	30
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	145
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	145
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	106
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 2F 2G 2J 2K 2T 3D 2A 2R 3F

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON ASSETS MANAGEMENT, LP

D Employer Identification Number (EIN)
13-3979511

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	ZH9593	145	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
31301	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SBHU LIFE AGENCY INC
SUITE 300 700 RED BROOK BLVD
OWINGS MILLS, MD 21117

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
31301			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	424309
5	Current value of plan's interest under this contract in separate accounts at year end	5	10325502

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	364202
c	Additions: (1) Contributions deposited during the year	7c(1)	66392		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	5302		
	(4) Transferred from separate account	7c(4)	47939		
	(5) Other (specify below)	7c(5)			
	▶				
	(6)Total additions			7c(6)	119633
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	483835
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	56915		
	(2) Administration charge made by carrier	7e(2)	56		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	56971
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	426864

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON ASSETS MANAGEMENT, LP

D Employer Identification Number (EIN)
13-3979511

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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

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

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

SBHU LIFE AGENCY INC.

700 RED BROOK BOULEVARD
SUITE 300
OWINGS MILLS, MD 21117

(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?
55	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	2505	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
SBHU LIFE AGENCY INC.	55	2505
(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.	
ING FINANCIAL ADVISORS 06-1371577	ASSET BASED COMMISSIONS	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARATHON ASSETS MANAGEMENT, LP

D Employer Identification Number (EIN)
13-3979511

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-000	P	10325502

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON ASSETS MANAGEMENT, LP

D Employer Identification Number (EIN)
13-3979511

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	8228618	10325502
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	364202	426864
(15) Other	1c(15)	681692	866436

			(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	9274512	11618802
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9274512	11618802

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)		
	(B) Participants	2a(1)(B)	969330	
	(C) Others (including rollovers)	2a(1)(C)	58949	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1028279
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	5302	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5302
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1790296
(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		148229
d Total income. Add all **income** amounts in column (b) and enter total	2d		2972106
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	627216	
(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)		627216
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	600	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		600
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		627816
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2344290
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MEISEL TUTEUR & LEWIS **(2)** EIN: 22-3123305

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
MARATHON ASSETS MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARATHON ASSETS MANAGEMENT, LP

D Employer Identification Number (EIN)
13-3979511

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): 71-0294708

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):

Meisel, Tuteur & Lewis, P.C.

Certified Public Accountants
Management Consultants

MARATHON ASSET MANAGEMENT, LP
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

DECEMBER 31, 2013 AND 2012

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Meisel,
Tuteur &
Lewis, P.C.
Certified Public Accountants
Management Consultants

INDEPENDENT AUDITOR'S REPORT

To the Administrator
Marathon Asset Management, LP 401(k) Profit Sharing Plan
New York, New York

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Marathon Asset Management 401(k) 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

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

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

Other Matters
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedules, 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.

Meisel, Tuteur & Lewis, P.C.

MEISEL, TUTEUR & LEWIS, P.C.

Roseland, New Jersey
October 2, 2014

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

ASSETS

	2013	2012
CASH AND CASH EQUIVALENTS	$ 66,077	$ 119,605
INVESTMENTS (AT FAIR VALUE)	11,552,725	9,154,907
RECEIVABLES		
Participant	-	9,458
TOTAL ASSETS	11,618,802	9,283,970
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	$ 11,618,802	$ 9,283,970

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

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest and dividends earned on investments	$ 27,023
Net appreciation in fair value of investments	1,916,804
TOTAL INVESTMENT INCOME	1,943,827
Contributions:	
Participant	959,872
Rollover	58,949
TOTAL CONTRIBUTIONS	1,018,821
TOTAL ADDITIONS	2,962,648
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
General and administrative expenses	600
Benefits paid to participants	627,216
TOTAL DEDUCTIONS	627,816
NET INCREASE	2,334,832
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	9,283,970
END OF YEAR	$ 11,618,802

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

1. DESCRIPTION OF PLAN

The following description of the Marathon Asset Management, LP (the "Plan Sponsor") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 2000 as a profit sharing plan. During 2007, the Plan was amended to include a 401(k) option under Section 401(k) of the Internal Revenue Code covering all eligible employees of the Company. All employees are eligible to participate after attainment of age 21. To be eligible for the employer's discretionary matching contribution, participants must be employed at year-end and complete 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan excludes from participation, among others, employees covered by a collective bargaining agreement, employees who are nonresident aliens and receive no earned income from the Company within the United States, leased employees, and employees of all members of a controlled group.

Contributions

The Plan permits participants to contribute between 1% and 100% of eligible compensation on a pre-tax basis or post-tax basis under Section 401(k) or Section 402A, respectively, of the Internal Revenue Code (the "Code"). Pre-tax and post-tax contributions were limited to a maximum of $17,500 for the year ended December 31, 2013, or such other limit prescribed by Section 402 of the Code. All contributions are made through payroll deductions. The contribution percentage(s) can be changed or stopped entirely at any time.

Rollovers from other qualified plans or annuity contracts are permitted.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and earnings from the participant's investment accounts.

Vesting

Participants are 100% vested in the value of their cumulative contributions, employer contributions, and earnings thereon.

Investment Options

Participants are able to direct the investment of their accounts (including Company matching and profit sharing contributions) among any of the available funds. The available funds as of December 31, 2013 are listed in the supplemental Schedule of Assets (held at end of year).

Participant Loans

The Company has elected not to permit participant loans in the Plan.

Payment of Benefits

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. A participant may elect to take partial withdrawals during the Plan year.

Trustee of the Plan

As of December 31, 2013, all investments of the Plan were and are held by ING National Trust (the "Trustee"). The Trustee holds the Plan's assets in a single trust and invests the assets among several investment options offered by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with generally accepted accounting principles.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is accrued on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Investment Contracts
The Plan holds a benefit-responsive investment contract with ING Life Insurance and Annuity Company through the ING Fixed Account option. ING maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 962, Plan Accounting - Defined Contribution Pension Plans, 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. Investment contracts, such as those included in the ING Fixed Account, are reported at contract value as provided by the contract issuer. The adjustment of fully benefit-responsive investment contracts from fair value to contract value is not material and is excluded from the Statement of Net Assets Available for Benefits.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
A significant portion of the administrative expenses of the Plan are paid by the Plan Sponsor.

Use of Estimates in the Preparation of Financial Statements
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications
Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation.

3. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2013, and net realized and unrealized appreciation (depreciation) in fair value of investments, interest and dividends for the year ended December 31, 2013, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the custodian. All investments are participant-directed.

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits (at fair value) as of December 31, 2013 and 2012 are as follows:

	2013
Pooled Separate Accounts:	
ING Oppenheimer Global	$ 769,202
Prudential Jennison Growth Fund	1,190,930
ING Index Solution 2025	1,636,205
ING Index Solution 2035	892,263
Self-direct Brokerage Account:	
TD Ameritrade SDBA	800,358

	2012
Pooled Separate Accounts:	
ING Oppenheimer Global	$ 745,741
ING Templeton Foreign Equity	465,946
Prudential Jennison Growth Fund	854,821
ING Index Solution 2025	1,421,185
ING Index Solution 2035	570,185
PIMCO Total Return Fund	506,336
Self-direct Brokerage Account:	
TD Ameritrade SDBA	562,087

During 2013 and 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value by $1,916,804 and $1,158,435, respectively.

4. FAIR VALUE MEASUREMENTS

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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 – Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs Unobservable inputs to the valuation methodology reflect the Plan's own assumptions, consistent with reasonably available assumptions made by other market participants.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following describes the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Level 1 - Fair Value Measurements
The Plan's self-directed brokerage account assets are valued based on prices provided to the brokerage firm from external pricing sources and based on market prices. The account consists of common stocks, certain corporate bonds, and U.S. government securities whose fair value are based on the closing price reported in the active market where the individual securities are traded, when available.

Level 2 - Fair Value Measurements
The investments in the pooled separate accounts represent ownership of units of participation in various mutual funds rather than ownership in specific assets. The value of a unit of participation is the total value of each mutual fund, after taking into consideration dividends, the value of shares of the underlying fund, and the daily asset charge within the separate accounts, divided by the number of units outstanding. Pooled separate accounts contain observable Level 1 quoted pricing inputs or quoted prices for similar assets in active or non-active markets. These investments are classified within Level 2 of the valuation hierarchy as the NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on active markets.

Investment contracts, such as those included in the ING Fixed Account, are reported at contract value which replicates fair value. The credited interest rate, account balance, and formulas upon which payments may be based are observable through the contract and related communications. Fund balances are provided on statements and on the ING Plan Sponsor website. In turn, investment contracts are classified as Level 2 of the valuation hierarchy.

Level 3 - Fair Value Measurement
No Plan investments fit this category.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan sponsor is responsible for the determination of fair value. Accordingly, the Plan Sponsor evaluates financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level at which to classify them for each reporting period. This determination requires highly subjective judgments as to the significance of inputs used in determining fair value and where such inputs lie within the hierarchy under FASB ASC 820. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan investment assets at fair value, as of December 31, 2013 and 2012. As required by ASC 820, investment assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Self-directed Brokerage Account:				
Corporate Debt	$ 33,680	$ -	$ -	$ 33,680
Corporate Stocks	766,679	-	-	766,679
Pooled Separate Accounts:				
Asset Allocation	-	2,938,204	-	2,938,204
Balanced	-	422,917	-	422,917
Fixed Income	-	883,238	-	883,238
Global/International	-	2,272,513	-	2,272,513
Large Cap U.S. Equity	-	2,585,065	-	2,585,065
Real Estate	-	147,878	-	147,878
Small/Mid Cap U.S. Equity	-	1,075,687	-	1,075,687
Investment contracts:				
ING Fixed Account	-	426,864	-	426,864
Total	$ 800,359	$ 10,752,366	$ -	$ 11,552,725

4. FAIR VALUE MEASUREMENTS (CONTINUED)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Self-directed Brokerage Account:				
Corporate stocks	$ 556,937	$ -	$ -	$ 556,937
Warrants	5,150	-	-	5,150
Pooled Separate Accounts:				
Asset allocation	-	2,220,526	-	2,220,526
Balanced	-	383,737	-	383,737
Commodity	-	162,754	-	162,754
Fixed income	-	916,948	-	916,948
Global/International	-	1,856,039	-	1,856,039
Large Cap U.S. Equity	-	1,766,368	-	1,766,368
Real estate	-	115,543	-	115,543
Small/Mid Cap U.S. Equity	-	806,703	-	806,703
Investment contracts:				
ING Fixed Account	-	364,202	-	364,202
Total	$ 562,087	$ 8,592,820	$ -	$ 9,154,907

5. PARTY-IN-INTEREST TRANSACTION

Parties in interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain others. Certain plan investments are units of pooled separate accounts and general accounts issued by ING. ING is the custodian of the Plan, and therefore, these investments qualify as party-in-interest investments. The Plan has not considered Company contributions to the Plan or benefits accrued or paid by the Plan for participants as party-in-interest transactions.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

7. INCOME TAX STATUS

The Plan sponsor has adopted the ING Life Insurance and Annuity Company Non-Standardized 401(k) Profit Sharing Plan (the ING Plan). The ING Plan received an opinion letter form the IRS dated on January 31, 2006 stating that the form of the plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Accordingly, no provision has been made for federal income taxes in the accompanying financial statements.

8. RISKS AND UNCERTAINTIES

The Plan, as directed by participants, may invest in various types of 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 possible that changes in the values of investment securities may occur in the near term and that such change could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of total income per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Total additions (investment income and contributions), per the financial statements	$ 2,962,648
Less: Amounts related to participant contributions receivable at December 31, 2012	9,458
Total income per Schedule H of Form 5500	$ 2,972,106

The following is a reconciliation of net assets available for benefits, per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Net assets available for benefits, per the financial statements	$ 9,283,970
Less: Amounts related to participant contributions receivable at December 31, 2012	(9,458)
Net assets available for benefit per Schedule H of Form 5500	$ 9,274,512

10. SUBSEQUENT EVENTS

In accordance with guidance in the Subsequent Events Topic of the FASB Accounting Standards Codification, subsequent events are defined as events or transactions that occur after the balance sheet date, but before the financial statements are issued. It defines two types of subsequent events: recognized subsequent events, which provide additional evidence about conditions that, existed at the balance sheet date, and non-recognized subsequent events, which provide evidence about conditions that, did not exist at the balance sheet date, but arose before the financial statements were issued. Recognized subsequent events are required to be recognized in the financial statements, and non-recognized subsequent events are required to be disclosed. Entities are required to disclose the date through which subsequent events have been evaluated, and the basis for that date.

Management did not have any subsequent events through October 2, 2013, which is the date the financial statements were available to be issued.

5500, Schedule H-Line 4I
2013
13-3979511
001

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2013

(a)	IDENTITY OF ISSUER, BORROWER, LESSOR (b) OR SIMILAR PARTY	DESCRIPTION OF (c) INVESTMENT	CURRENT (e) VALUE
	BlackRock	BlackRock Equity Dividend Fund R	$ 297,108
	Franklin	Franklin Small Cap Value Fund 2	249,545
*	ING	ING Clarion Real Estate Port Srv	147,878
*	ING	ING Fixed Income Account	426,864
*	Eaton Vance	Eaton Vance-Atl Sp SMID-Cp FR	211,355
*	ING	ING Index Solution 2015 Port Srv	224,275
*	ING	ING Index Solution 2025 Port Srv	1,636,205
*	ING	ING Index Solution 2035 Port Srv	892,263
*	ING	ING Index Solution 2045 Port Srv	100,872
*	ING	ING Index Solution 2055 Port Srv	84,590
*	ING	ING International Index Port S	444,228
*	ING	ING Oppenhmr Global	769,202
*	ING	ING PIMCO High Yeild Portfolio Srv	288,094
*	ING	ING Russel Lrg Cap Index Port S	885,673
*	ING	ING Russell Mid Cap Index Port S	83,742
*	ING	ING Russell Sm Cp Index Port S	107,837
*	ING	ING Templeton Foreign Eqty Port Srv	562,320
*	ING	ING T.RowePrice Captl Apprec Pt Srv	422,917
*	ING	ING U.S. Bond Index Portfolio S	3,708
	Lord Abbett	Lord Abbett Developing Growth Fnd R3	318,861
	Oppenhmr	Oppenheimer Developing Markets Fnd A	496,764
	PIMCO	PIMCO Real Return Fund	60,835
	PIMCO	PIMCO Total Return Fund	472,130
	Prudential	Prudential Jennison Growth Fund A	1,190,930
	Self Directed	TD Ameritrade SDBA	800,359
	Templeton	Templeton Global Bon	58,468
	Victory	Victory Established Value Fund R	315,702
	Cash		66,077
			$ 11,618,802

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Marathon Asset Management Lp 401k Profit Shring Pln
EIN 13-3979511
Plan 001
As of December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	BlkRck Equity Dividend Fnd R	Registered Investment Company		$297,108
	Eaton Vance-Atl Cp SMID-Cp F R	Registered Investment Company		$211,355
	Franklin Sm Cap Value Fnd 2	Registered Investment Company		$249,545
*	ING Clarion Rl Estate Prt Srv	Registered Investment Company		$147,878
*	ING Fixed Account	Insurance Company General Account		$426,864
*	ING High Yield Portfolio Srv	Registered Investment Company		$288,096
*	ING Indx Solution 2015 Pt Srv	Registered Investment Company		$224,275
*	ING Indx Solution 2025 Pt Srv	Registered Investment Company		$1,636,205
*	ING Indx Solution 2035 Pt Srv	Registered Investment Company		$892,263
*	ING Indx Solution 2045 Pt Srv	Registered Investment Company		$100,872
*	ING Indx Solution 2055 Pt Srv	Registered Investment Company		$84,590
*	ING International Ind Prt S	Registered Investment Company		$444,228
*	ING Oppenhmr Global Port Srv	Registered Investment Company		$769,202
*	ING Russell LgCp Indx Prt S	Registered Investment Company		$885,673
*	ING Russell MdCp Indx Prt S	Registered Investment Company		$83,742
*	ING Russell SmCp Indx Prt S	Registered Investment Company		$107,837
*	ING Templeton Frg Eqty Pt Srv	Registered Investment Company		$562,320
*	ING TRwPr Cap Apprec Port Srv	Registered Investment Company		$422,917
*	ING US Bond Index Port S	Registered Investment Company		$3,708
	Lord Abbett Develop Grw Fd R3	Registered Investment Company		$318,861
	Oppenhmr Developing Mkts Fnd A	Registered Investment Company		$496,764
	PIMCO Real Return Fund A	Registered Investment Company		$60,835
	PIMCO Total Return Fund A	Registered Investment Company		$472,130
	Prudential Jenn Growth Fund A	Registered Investment Company		$1,190,930
	TD AMERITRADE SDBA	Registered Investment Company		$866,436
	Templeton Global Bond Fund R	Registered Investment Company		$58,468
	Victory Established Vl Fnd R	Registered Investment Company		$315,703
	TOTAL			$11,618,802

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

Meisel, Tuteur & Lewis, P.C.

Certified Public Accountants
Management Consultants

MARATHON ASSET MANAGEMENT, LP
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

DECEMBER 31, 2013 AND 2012

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Meisel,
Tuteur &
Lewis, P.C.
Certified Public Accountants
Management Consultants

INDEPENDENT AUDITOR'S REPORT

To the Administrator
Marathon Asset Management, LP 401(k) Profit Sharing Plan
New York, New York

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Marathon Asset Management 401(k) 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

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

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

Other Matters
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedules, 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.

Meisel, Tuteur & Lewis, P.C.

MEISEL, TUTEUR & LEWIS, P.C.

Roseland, New Jersey
October 2, 2014

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

ASSETS

	2013	2012
CASH AND CASH EQUIVALENTS	$ 66,077	$ 119,605
INVESTMENTS (AT FAIR VALUE)	11,552,725	9,154,907
RECEIVABLES		
Participant	-	9,458
TOTAL ASSETS	11,618,802	9,283,970
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	$ 11,618,802	$ 9,283,970

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

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest and dividends earned on investments	$ 27,023
Net appreciation in fair value of investments	1,916,804
TOTAL INVESTMENT INCOME	1,943,827
Contributions:	
Participant	959,872
Rollover	58,949
TOTAL CONTRIBUTIONS	1,018,821
TOTAL ADDITIONS	2,962,648
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
General and administrative expenses	600
Benefits paid to participants	627,216
TOTAL DEDUCTIONS	627,816
NET INCREASE	2,334,832
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	9,283,970
END OF YEAR	$ 11,618,802

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

1. DESCRIPTION OF PLAN

The following description of the Marathon Asset Management, LP (the "Plan Sponsor") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 2000 as a profit sharing plan. During 2007, the Plan was amended to include a 401(k) option under Section 401(k) of the Internal Revenue Code covering all eligible employees of the Company. All employees are eligible to participate after attainment of age 21. To be eligible for the employer's discretionary matching contribution, participants must be employed at year-end and complete 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan excludes from participation, among others, employees covered by a collective bargaining agreement, employees who are nonresident aliens and receive no earned income from the Company within the United States, leased employees, and employees of all members of a controlled group.

Contributions

The Plan permits participants to contribute between 1% and 100% of eligible compensation on a pre-tax basis or post-tax basis under Section 401(k) or Section 402A, respectively, of the Internal Revenue Code (the "Code"). Pre-tax and post-tax contributions were limited to a maximum of $17,500 for the year ended December 31, 2013, or such other limit prescribed by Section 402 of the Code. All contributions are made through payroll deductions. The contribution percentage(s) can be changed or stopped entirely at any time.

Rollovers from other qualified plans or annuity contracts are permitted.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and earnings from the participant's investment accounts.

Vesting

Participants are 100% vested in the value of their cumulative contributions, employer contributions, and earnings thereon.

Investment Options

Participants are able to direct the investment of their accounts (including Company matching and profit sharing contributions) among any of the available funds. The available funds as of December 31, 2013 are listed in the supplemental Schedule of Assets (held at end of year).

Participant Loans

The Company has elected not to permit participant loans in the Plan.

Payment of Benefits

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. A participant may elect to take partial withdrawals during the Plan year.

Trustee of the Plan

As of December 31, 2013, all investments of the Plan were and are held by ING National Trust (the "Trustee"). The Trustee holds the Plan's assets in a single trust and invests the assets among several investment options offered by the Plan.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with generally accepted accounting principles.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is accrued on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Investment Contracts
The Plan holds a benefit-responsive investment contract with ING Life Insurance and Annuity Company through the ING Fixed Account option. ING maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and administrative expenses. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 962, Plan Accounting - Defined Contribution Pension Plans, 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. Investment contracts, such as those included in the ING Fixed Account, are reported at contract value as provided by the contract issuer. The adjustment of fully benefit-responsive investment contracts from fair value to contract value is not material and is excluded from the Statement of Net Assets Available for Benefits.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
A significant portion of the administrative expenses of the Plan are paid by the Plan Sponsor.

Use of Estimates in the Preparation of Financial Statements
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications
Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation.

3. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2013, and net realized and unrealized appreciation (depreciation) in fair value of investments, interest and dividends for the year ended December 31, 2013, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the custodian. All investments are participant-directed.

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits (at fair value) as of December 31, 2013 and 2012 are as follows:

	2013
Pooled Separate Accounts:	
ING Oppenheimer Global	$ 769,202
Prudential Jennison Growth Fund	1,190,930
ING Index Solution 2025	1,636,205
ING Index Solution 2035	892,263
Self-direct Brokerage Account:	
TD Ameritrade SDBA	800,358

	2012
Pooled Separate Accounts:	
ING Oppenheimer Global	$ 745,741
ING Templeton Foreign Equity	465,946
Prudential Jennison Growth Fund	854,821
ING Index Solution 2025	1,421,185
ING Index Solution 2035	570,185
PIMCO Total Return Fund	506,336
Self-direct Brokerage Account:	
TD Ameritrade SDBA	562,087

During 2013 and 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value by $1,916,804 and $1,158,435, respectively.

4. FAIR VALUE MEASUREMENTS

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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 – Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs Unobservable inputs to the valuation methodology reflect the Plan's own assumptions, consistent with reasonably available assumptions made by other market participants.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following describes the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 and 2012.

Level 1 - Fair Value Measurements
The Plan's self-directed brokerage account assets are valued based on prices provided to the brokerage firm from external pricing sources and based on market prices. The account consists of common stocks, certain corporate bonds, and U.S. government securities whose fair value are based on the closing price reported in the active market where the individual securities are traded, when available.

Level 2 - Fair Value Measurements
The investments in the pooled separate accounts represent ownership of units of participation in various mutual funds rather than ownership in specific assets. The value of a unit of participation is the total value of each mutual fund, after taking into consideration dividends, the value of shares of the underlying fund, and the daily asset charge within the separate accounts, divided by the number of units outstanding. Pooled separate accounts contain observable Level 1 quoted pricing inputs or quoted prices for similar assets in active or non-active markets. These investments are classified within Level 2 of the valuation hierarchy as the NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on active markets.

Investment contracts, such as those included in the ING Fixed Account, are reported at contract value which replicates fair value. The credited interest rate, account balance, and formulas upon which payments may be based are observable through the contract and related communications. Fund balances are provided on statements and on the ING Plan Sponsor website. In turn, investment contracts are classified as Level 2 of the valuation hierarchy.

Level 3 - Fair Value Measurement
No Plan investments fit this category.

4. FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan sponsor is responsible for the determination of fair value. Accordingly, the Plan Sponsor evaluates financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level at which to classify them for each reporting period. This determination requires highly subjective judgments as to the significance of inputs used in determining fair value and where such inputs lie within the hierarchy under FASB ASC 820. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan investment assets at fair value, as of December 31, 2013 and 2012. As required by ASC 820, investment assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Self-directed Brokerage Account:				
Corporate Debt	$ 33,680	$ -	$ -	$ 33,680
Corporate Stocks	766,679	-	-	766,679
Pooled Separate Accounts:				
Asset Allocation	-	2,938,204	-	2,938,204
Balanced	-	422,917	-	422,917
Fixed Income	-	883,238	-	883,238
Global/International	-	2,272,513	-	2,272,513
Large Cap U.S. Equity	-	2,585,065	-	2,585,065
Real Estate	-	147,878	-	147,878
Small/Mid Cap U.S. Equity	-	1,075,687	-	1,075,687
Investment contracts:				
ING Fixed Account	-	426,864	-	426,864
Total	$ 800,359	$ 10,752,366	$ -	$ 11,552,725

4. FAIR VALUE MEASUREMENTS (CONTINUED)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Self-directed Brokerage Account:				
Corporate stocks	$ 556,937	$ -	$ -	$ 556,937
Warrants	5,150	-	-	5,150
Pooled Separate Accounts:				
Asset allocation	-	2,220,526	-	2,220,526
Balanced	-	383,737	-	383,737
Commodity	-	162,754	-	162,754
Fixed income	-	916,948	-	916,948
Global/International	-	1,856,039	-	1,856,039
Large Cap U.S. Equity	-	1,766,368	-	1,766,368
Real estate	-	115,543	-	115,543
Small/Mid Cap U.S. Equity	-	806,703	-	806,703
Investment contracts:				
ING Fixed Account	-	364,202	-	364,202
Total	$ 562,087	$ 8,592,820	$ -	$ 9,154,907

5. PARTY-IN-INTEREST TRANSACTION

Parties in interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain others. Certain plan investments are units of pooled separate accounts and general accounts issued by ING. ING is the custodian of the Plan, and therefore, these investments qualify as party-in-interest investments. The Plan has not considered Company contributions to the Plan or benefits accrued or paid by the Plan for participants as party-in-interest transactions.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

7. INCOME TAX STATUS

The Plan sponsor has adopted the ING Life Insurance and Annuity Company Non-Standardized 401(k) Profit Sharing Plan (the ING Plan). The ING Plan received an opinion letter form the IRS dated on January 31, 2006 stating that the form of the plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Accordingly, no provision has been made for federal income taxes in the accompanying financial statements.

8. RISKS AND UNCERTAINTIES

The Plan, as directed by participants, may invest in various types of 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 possible that changes in the values of investment securities may occur in the near term and that such change could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of total income per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Total additions (investment income and contributions), per the financial statements	$ 2,962,648
Less: Amounts related to participant contributions receivable at December 31, 2012	9,458
Total income per Schedule H of Form 5500	$ 2,972,106

The following is a reconciliation of net assets available for benefits, per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Net assets available for benefits, per the financial statements	$ 9,283,970
Less: Amounts related to participant contributions receivable at December 31, 2012	(9,458)
Net assets available for benefit per Schedule H of Form 5500	$ 9,274,512

10. SUBSEQUENT EVENTS

In accordance with guidance in the Subsequent Events Topic of the FASB Accounting Standards Codification, subsequent events are defined as events or transactions that occur after the balance sheet date, but before the financial statements are issued. It defines two types of subsequent events: recognized subsequent events, which provide additional evidence about conditions that, existed at the balance sheet date, and non-recognized subsequent events, which provide evidence about conditions that, did not exist at the balance sheet date, but arose before the financial statements were issued. Recognized subsequent events are required to be recognized in the financial statements, and non-recognized subsequent events are required to be disclosed. Entities are required to disclose the date through which subsequent events have been evaluated, and the basis for that date.

Management did not have any subsequent events through October 2, 2013, which is the date the financial statements were available to be issued.

5500, Schedule H-Line 4I
2013
13-3979511
001

MARATHON ASSET MANAGEMENT, LP 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2013

(a)	IDENTITY OF ISSUER, BORROWER, LESSOR (b) OR SIMILAR PARTY	DESCRIPTION OF (c) INVESTMENT	CURRENT (e) VALUE
	BlackRock	BlackRock Equity Dividend Fund R	$ 297,108
	Franklin	Franklin Small Cap Value Fund 2	249,545
*	ING	ING Clarion Real Estate Port Srv	147,878
*	ING	ING Fixed Income Account	426,864
*	Eaton Vance	Eaton Vance-Atl Sp SMID-Cp FR	211,355
*	ING	ING Index Solution 2015 Port Srv	224,275
*	ING	ING Index Solution 2025 Port Srv	1,636,205
*	ING	ING Index Solution 2035 Port Srv	892,263
*	ING	ING Index Solution 2045 Port Srv	100,872
*	ING	ING Index Solution 2055 Port Srv	84,590
*	ING	ING International Index Port S	444,228
*	ING	ING Oppenhmr Global	769,202
*	ING	ING PIMCO High Yeild Portfolio Srv	288,094
*	ING	ING Russel Lrg Cap Index Port S	885,673
*	ING	ING Russell Mid Cap Index Port S	83,742
*	ING	ING Russell Sm Cp Index Port S	107,837
*	ING	ING Templeton Foreign Eqty Port Srv	562,320
*	ING	ING T.RowePrice Captl Apprec Pt Srv	422,917
*	ING	ING U.S. Bond Index Portfolio S	3,708
	Lord Abbett	Lord Abbett Developing Growth Fnd R3	318,861
	Oppenhmr	Oppenheimer Developing Markets Fnd A	496,764
	PIMCO	PIMCO Real Return Fund	60,835
	PIMCO	PIMCO Total Return Fund	472,130
	Prudential	Prudential Jennison Growth Fund A	1,190,930
	Self Directed	TD Ameritrade SDBA	800,359
	Templeton	Templeton Global Bon	58,468
	Victory	Victory Established Value Fund R	315,702
	Cash		66,077
			$ 11,618,802