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. . . . . ▶ [X]

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
ADVANCE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 012

1c Effective date of plan 04/15/2011

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

ADVANCE PUBLICATIONS, INC.

950 FINGERBOARD ROAD
STATEN ISLAND, NY 10305

2b Employer Identification Number (EIN)
13-5576716

2c Sponsor's telephone number
718-981-1234

2d Business code (see instructions)
511110

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.	10/13/2014	ARTHUR SILVERSTEIN
	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**	19966
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**	16140
b	Retired or separated participants receiving benefits	**6b**	110
c	Other retired or separated participants entitled to future benefits	**6c**	3328
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	19578
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	42
f	Total. Add lines **6d** and **6e**.	**6f**	19620
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	16296
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	734
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 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
ADVANCE 401(K) PLAN		012
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
ADVANCE PUBLICATIONS, INC.	13-5576716	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65	RECORDKEEPER	60600	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
ADVANCE 401(K) PLAN

B Three-digit plan number (PN) ▶ 012

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ADVANCE PUBLICATIONS, INC.

D Employer Identification Number (EIN)
13-5576716

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: LIFEPATH INDX RETIRE FUND NL F

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0986421-001	C	25597110

a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2015 INDEX FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
20-5114824-001	C	62442433

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2020 NL FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0986422-001	C	150501751

a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2025 INDEX FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
20-5114920-001	C	156819593

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2030 NL FUND F

b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0986424-001	C	132507462

a Name of MTIA, CCT, PSA, or 103-12 IE: EATON VANCE ACT DM EQ LC TR I

b Name of sponsor of entity listed in (a): EATON VANCE INVEST. MGRS.

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)
59-7258965-001	C	16874549

a Name of MTIA, CCT, PSA, or 103-12 IE: FMTC MANAGED INCOME POOL II

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST 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)
04-3022712-025	C	83731226

a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2035 INDEX FUND F		
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.		
c EIN-PN 20-5114956-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89321767
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA GLOBAL EQ US INDX NL SF C		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS		
c EIN-PN 90-0337987-241	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21932744
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2040 NL FUND F		
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.		
c EIN-PN 71-0986419-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60082830
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US BOND INDX NL SF CLA FD		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS		
c EIN-PN 90-0337987-177	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22759251
a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2045 INDEX FUND F		
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.		
c EIN-PN 20-5115008-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35831392
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SM/MD CAP (R) IND		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS		
c EIN-PN 04-0025081-453	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22959428
a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2050 INDEX FUND F		
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.		
c EIN-PN 26-0896020-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16635962
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 INDX NL CL A (CMM		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS		
c EIN-PN 04-0025081-097	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37243762
a Name of MTIA, CCT, PSA, or 103-12 IE: BTC LIFEPATH 2055 INDX FD NL-F		
b Name of sponsor of entity listed in (a): BLACKROCK INST. TRUST CO., N.A.		
c EIN-PN 27-2470604-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6696240
a Name of MTIA, CCT, PSA, or 103-12 IE: EB SMID CAP VALUE EQUITY FUND		
b Name of sponsor of entity listed in (a): THE BOSTON COMPANY		
c EIN-PN 25-6078093-000	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15858175

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
ADVANCE 401(K) PLAN

B Three-digit plan number (PN) ▶ 012

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

D Employer Identification Number (EIN)
13-5576716

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	72969	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	102936	24209
(2) Participant contributions	1b(2)	227233	85015
(3) Other	1b(3)	1948386	501079
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1040487	2712149
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	39052580	52753712
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	33675096	32656410
(9) Value of interest in common/collective trusts	1c(9)	883729963	957795675
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	959849650	1046528249
Liabilities			
g Benefit claims payable	1g	2236650	202989
h Operating payables	1h	606209	838001
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	148294	589675
k Total liabilities (add all amounts in lines 1g through1j)	1k	2991153	1630665
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	956858497	1044897584

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)	25139829	
(B) Participants	2a(1)(B)	55855328	
(C) Others (including rollovers)	2a(1)(C)	5604220	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		86599377
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-38	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	1165389	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1165351
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	330264	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		330264
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	32723766	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	30068152	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		2655614
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	12049995	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		12049995

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		109203999
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		212004600
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	128420181	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		128420181
f Corrective distributions (see instructions)	2f		288830
g Certain deemed distributions of participant loans (see instructions)	2g		69012
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	2335037	
(4) Other	2i(4)	83271	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2418308
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		131196331
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		80808269
l Transfers of assets:			
(1) To this plan	2l(1)		7230818
(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: KPMG LLP **(2)** EIN: 13-5565207

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		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
ADVANCE 401(K) PLAN

B Three-digit plan number (PN) ▶ 012

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

D Employer Identification Number (EIN)
13-5576716

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): 04-6568107

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):

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Registered investment company mutual funds:			
*	Fidelity Investments	Fidelity Retirement Money Market, 993,373 shares	**	$ 993,373
				993,373
	Separately managed accounts:			
	Winslow Capital Management	Active Domestic Equity Large Cap Growth Fund		
		Equity/Convertible Common Stock		
		NOBLE ENERGY INC, 5,900 shares	359,709	401,849
		RANGE RESOURCES CORP, 4,200 shares	324,980	354,102
		SCHLUMBERGER LTD, 6,600 shares	578,842	594,726
		ECOLAB INC, 3,500 shares	194,109	364,945
		MONSANTO CO NEW, 9,140 shares	685,788	1,065,267
		DANAHER CORP, 11,970 shares	570,289	924,084
		PRECISION CASTPARTS CORP, 2,350 shares	393,518	632,855
		UNITED TECHNOLOGIES CORP, 4,110 shares	317,916	467,718
		DELTA AIR INC, 8,410 shares	124,014	231,023
		KANSAS CITY SOUTHERN, 1,300 shares	145,838	160,979
		UNION PACIFIC CORP, 7,650 shares	726,602	1,285,200
		BORGWARNER INC, 7,440 shares	260,625	415,970
		NIKE INC CL B, 6,700 shares	447,412	526,888
		RALPH LAUREN CORP, 1,840 shares	286,115	324,889
		CHIPOTLE MEXICAN GRILL INC, 415 shares	180,485	221,104
		HILTON WORLDWIDE HLDGS INC, 12,600 shares	263,478	280,350
		STARBUCKS CORP, 10,850 shares	615,856	850,532
		WYNN RESORTS LTD, 1,900 shares	267,921	368,999
		CBS CORP CL B, 7,200 shares	249,111	458,928
		DISNEY (WALT) CO, 5,230 shares	294,551	399,572
		LIBERTY GLOBAL PLC CL A, 4,900 shares	395,898	436,051
		TWENTY FIRST CENTURY FOX INC-A, 19,490 shares	551,479	685,658
		AMAZON.COM INC, 3,150 shares	749,436	1,256,188
		DOLLAR GENERAL CORP, 9,270 shares	455,461	559,166
		LOWES COS INC, 8,100 shares	395,251	401,355
		PRICELINE.COM INC, 1,015 shares	581,421	1,179,835
		ROSS STORES INC, 4,600 shares	287,534	344,678
		ULTA SALON COSMETICS & FRG INC, 3,050 shares	270,391	294,386
		COSTCO WHOLESALE CORP, 2,550 shares	211,867	303,476
		CVS CAREMARK CORP, 5,590 shares	252,929	400,076
		ESTEE LAUDER COS INC CL A, 4,750 shares	264,441	357,770
		CATAMARAN CORP, 6,100 shares	301,562	289,628
		CERNER CORP, 6,800 shares	262,033	379,032
		MCKESSON CORP, 1,370 shares	219,634	221,118
		ALEXION PHARMACEUTICALS INC, 3,420 shares	353,636	455,065
		AMGEN INC, 5,700 shares	537,143	650,712
		BIOGEN IDEC INC, 2,590 shares	331,942	724,553
		BRISTOL-MYERS SQUIBB CO, 5,600 shares	286,527	297,640
		CELGENE CORP, 6,350 shares	570,900	1,072,896
		GILEAD SCIENCES INC, 9,360 shares	345,010	703,404
		ZOETIS INC CL A, 13,050 shares	415,463	426,605
		AMERICAN EXPRESS CO, 4,760 shares	359,328	431,875
		BLACKROCK INC, 1,920 shares	394,731	607,622
		JPMORGAN CHASE & CO, 5,900 shares	334,830	345,032
		MORGAN STANLEY, 15,780 shares	412,037	494,861

* Represents a party-in-interest to the Plan.

** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		SCHWAB CHARLES CORP, 9,500 shares	221,565	$ 247,000
		AMERICAN TOWER CORP, 5,550 shares	332,651	443,001
		BAIDU INC SPON ADR, 2,700 shares	444,367	480,276
		COGNIZANT TECH SOLUTIONS CL A, 4,370 shares	303,622	441,283
		EBAY INC, 9,770 shares	455,593	536,275
		FACEBOOK INC A, 10,900 shares	373,860	595,794
		GOOGLE INC A, 1,280 shares	783,516	1,434,509
		LINKEDIN CORP CL A, 1,305 shares	299,865	282,963
		MASTERCARD INC CL A, 725 shares	323,081	605,709
		SALESFORCE.COM INC, 15,800 shares	561,979	872,002
		SERVICENOW INC, 4,120 shares	194,269	230,761
		VISA INC CL A, 5,850 shares	532,772	1,302,678
		WORKDAY INC CL A, 600 shares	49,055	49,896
		APPLE INC, 1,555 shares	698,388	872,526
		QUALCOMM INC, 6,300 shares	387,803	467,775
		APPLIED MATERIALS INC, 17,400 shares	304,749	307,806
		ARM HOLDINGS PLC SPON ADR, 9,060 shares	370,602	495,944
		NXP SEMICONDUCTORS NV, 5,800 shares	171,708	266,394
		SBA COMMUNICATIONS CORP CL A, 4,340 shares	253,567	389,906
		Total Common Stock		33,971,160
		SSBK STIF FUND		571,949
				34,543,109
	William Blair & Company	Active Domestic Equity Small-Mid Growth Fund		
		Equity/Convertible Common Stock		
		CORE LABORATORIES NV, 880 shares	108,034	168,036
		FRANK'S INTERNATIONAL NV, 5,571 shares	152,323	150,417
		GULFPORT ENERGY CORP, 2,310 shares	141,052	145,877
		HELMERICH & PAYNE INC, 1,845 shares	106,873	155,128
		OASIS PETROLEUM INC, 2,580 shares	113,788	121,183
		OCEANEERING INTERNATIONAL INC, 1,815 shares	98,899	143,167
		CELANESE CORP SER A, 4,310 shares	191,423	238,386
		CYTEC INDUSTRIES INC, 3,326 shares	268,814	309,850
		ROCKWOOD HOLDINGS INC, 3,200 shares	163,670	230,144
		B/E AEROSPACE INC, 5,690 shares	269,686	495,201
		FORTUNE BRANDS HOME & SEC INC, 5,050 shares	132,475	230,785
		GRACO INC, 1,815 shares	111,780	141,788
		TRANSDIGM GROUP INC, 352 shares	37,496	56,679
		TRIMAS CORP, 6,170 shares	145,395	246,121
		CORPORATE EXECUTIVE BRD CO, 3,115 shares	138,078	241,194
		HEALTHCARE SERVICES GROUP INC, 8,504 shares	167,916	241,258
		HURON CONSULTING GROUP INC, 3,757 shares	140,974	235,639
		ICF INTERNATIONAL INC, 8,257 shares	207,625	287,642
		MANPOWERGROUP INC, 3,695 shares	179,941	317,253
		ROBERT HALF INTERNATIONAL INC, 7,544 shares	218,838	316,773
		STERICYCLE INC, 3,690 shares	343,067	428,667
		OLD DOMINION FREIGHT LINES INC, 6,590 shares	248,331	349,402
		FOSSIL GROUP INC, 2,450 shares	268,154	293,853

* Represents a party-in-interest to the Plan.
** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		JARDEN CORP, 4,047 shares	154,680	$ 248,283
		POLARIS INDUSTRIES INC, 1,890 shares	157,141	275,260
		UNDER ARMOUR INC CL A, 2,870 shares	145,212	250,551
		KRISPY CREME DONUTS INC, 8,100 shares	180,186	156,249
		LIFELOCK INC, 13,045 shares	194,092	214,068
		PANERA BREAD CO CL A, 1,360 shares	244,763	240,298
		SIX FLAGS ENTERTAINMENT CORP, 8,245 shares	304,147	303,581
		DICKS SPORTING GOODS INC, 8,770 shares	376,201	509,537
		LKQ CORP, 8,345 shares	173,522	274,551
		SALLY BEAUTY HLDGS INC, 9,240 shares	241,019	279,325
		TRACTOR SUPPLY CO., 2,670 shares	117,818	207,139
		WILLIAMS-SONOMA INC, 3,310 shares	194,918	192,907
		GREEN MTN COFFEE ROASTERS INC, 3,505 shares	194,430	264,908
		NU SKIN ENTERPRISES INC CL A, 1,695 shares	93,017	234,283
		ABIOMED INC, 8,435 shares	184,963	225,552
		ALIGN TECHNOLOGY INC, 4,746 shares	148,297	271,234
		BROOKDALE SENIOR LIVING INC, 6,845 shares	157,210	186,047
		CATAMARAN CORP, 5,899 shares	263,417	280,085
		HEALTHSOUTH CORP, 5,848 shares	128,619	194,855
		HMS HOLDINGS CORP, 8,153 shares	214,546	185,318
		IDEXX LABS INC, 2,195 shares	198,855	233,482
		MEDNAX INC, 3,515 shares	190,539	187,631
		SIRONA DENTAL SYSTEMS INC, 3,563 shares	192,471	250,123
		TEAM HEALTH HOLDINGS INC, 5,476 shares	165,653	249,432
		BIOMARIN PHARMACEUTICAL INC, 4,810 shares	235,713	337,999
		LIGAND PHARMACEUTICALS CL B, 3,570 shares	173,849	187,782
		METTLER-TOLEDO INTL INC, 775 shares	152,146	188,007
		SALIX PHARMACEUTICALS LTD, 2,060 shares	172,074	185,276
		TECHNE CORP, 1,003 shares	90,511	94,954
		FIRST REPUBLIC BANK, 5,427 shares	206,534	284,103
		SIGNATURE BANK, 2,050 shares	187,370	220,211
		AFFILIATED MANAGERS GRP INC, 2,620 shares	307,900	568,226
		CBOE HOLDINGS INC, 5,535 shares	184,059	287,599
		ENCORE CAP GROUP INC, 4,130 shares	140,767	207,574
		FIRST CASH FINANCIAL SRVS INC, 3,876 shares	197,300	239,692
		LPL FINANCIAL HOLDINGS INC, 3,735 shares	143,097	175,657
		PORTFOLIO RECOVERY ASSOC INC, 3,955 shares	142,998	208,982
		FIRSTSERVICE CORP, 4,132 shares	131,176	177,800
		JONES LANG LASALLE INC, 1,770 shares	131,990	181,230
		AKAMAI TECHNOLOGIES INC, 7,575 shares	330,410	357,388
		ANSYS INC, 1,740 shares	115,093	151,728
		COSTAR GROUP INC, 1,653 shares	154,477	305,111
		FACTSET RESEARCH SYSTEMS INC, 1,750 shares	179,891	190,015
		GARTNER INC, 5,035 shares	250,882	357,737

* Represents a party-in-interest to the Plan.

** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		GENPACT LTD, 12,885 shares	224,149	$ 236,697
		GUIDEWIRE SOFTWARE INC, 3,284 shares	102,477	161,146
		J2 GLOBAL INC, 6,049 shares	256,741	302,510
		NEUSTAR INC CL A, 3,491 shares	185,340	174,061
		PANDORA MEDIA INC, 15,565 shares	210,322	414,029
		VANTIV INC, 7,150 shares	191,171	233,161
		WEX INC, 2.645 shares	170,786	261,934
		WNS HLDGS LTD SP ADR, 10,512 shares	159,943	230,318
		SBA COMMUNICATIONS CORP CL A, 4,480 shares	236,436	402,483
		Total Common Stock		18,782,552
		SSBK STIF FUND		1,146,827
				19,929,379
				54,472,488
	Common/collective trust funds:			
	BlackRock Inst. Trust Co.	LifePath Index Retirement Fund, 2,200,860 shares	**	25,597,110
	BlackRock Inst. Trust Co.	LifePath Index 2015, 5,343,552 shares	**	62,442,433
	BlackRock Inst. Trust Co.	LifePath Index 2020, 12,631,578 shares	**	150,501,751
	BlackRock Inst. Trust Co.	LifePath Index 2025, 12,945,832 shares	**	156,819,593
	BlackRock Inst. Trust Co.	LifePath Index 2030, 10,796,817 shares	**	132,507,462
	BlackRock Inst. Trust Co.	LifePath Index 2035, 7,193,798 shares	**	89,321,767
	BlackRock Inst. Trust Co.	LifePath Index 2040, 4,776,155 shares	**	60,082,830
	BlackRock Inst. Trust Co.	LifePath Index 2045, 2,828,951 shares	**	35,831,392
	BlackRock Inst. Trust Co.	LifePath Index 2050, 1,301,011 shares	**	16,635,962
	BlackRock Inst. Trust Co.	LifePath Index 2055, 517,694 shares	**	6,696,240
	Eaton Vance Invest. Mgrs.	Active Domestic Equity Large Cap Value Fund, 1,197,662 shares	**	16,874,549
	State Street Global Advisors	International Equity Index Fund, 1,970,637 shares	**	21,932,744
	State Street Global Advisors	Diversified Domestic Bond Index Fund, 2,083,282 shares	**	22,759,251
	State Street Global Advisors	Domestic Equity Small-Mid Cap Blend Index Fund, 1,558,840 shares	**	22,959,428
	State Street Global Advisors	Domestic Equity Large Cap Blend Index Fund, 2,505,255 shares	**	37,243,762
	The Boston Company	Active Domestic Equity Small-Mid Cap Value Fund, 1,155,038 shares	**	15,858,175
*	Fidelity Investments	Fidelity Managed Income Portfolio II, 8,017,713 shares	**	83,731,226
				957,795,675
*	Notes receivable from participants	4,890 loans outstanding at varying amounts, maturing on various dates through 2023, at interest rates ranging from 3.25% to 10.25%	**	32,656,410
				$ 1,045,917,946

* Represents a party-in-interest to the Plan.
** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

ADVANCE 401(k) PLAN

Financial Statements and Supplemental Schedule
(Modified Cash Basis)

December 31, 2013 and 2012

(With Independent Auditors' Report Thereon)

ADVANCE 401(k) PLAN

Financial Statements
(Modified Cash Basis)

December 31, 2013 and 2012

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(i) Other schedules required by Form 5500, which are not applicable, have been omitted.

KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of the 401k Plan
Advance 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Advance 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Plan Benefits (modified cash basis) as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Plan Benefits (modified cash basis) for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matters

As described in note 2 to the financial statements, these financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles.

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

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

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

KPMG LLP

October 9, 2014

ADVANCE 401(k) PLAN

Statements of Net Assets Available for Plan Benefits
(Modified Cash Basis)

December 31, 2013 and 2012

	2013	2012
Assets:		
Investments, at fair value:		
Registered investment company mutual funds	$ 993,373	440,660
Separately managed accounts	54,472,488	39,725,376
Common/collective trust funds	957,795,675	883,729,963
Total investments	1,013,261,536	923,895,999
Notes receivable from participants	32,656,410	33,675,096
Net assets available for Plan benefits at fair value	1,045,917,946	957,571,095
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,178,634)	(2,581,937)
Net assets available for Plan benefits	$ 1,044,739,312	954,989,158

See accompanying notes to financial statements (modified cash basis).

ADVANCE 401(k) PLAN

Statement of Changes in Net Assets Available for Plan Benefits
(Modified Cash Basis)

Year ended December 31, 2013

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 126,760,221
Interest and dividends from investments	330,226
Net investment income	127,090,447
Interest income on notes receivable from participants	1,165,389
Contributions:	
Employer	25,218,556
Participants	55,997,545
Rollovers	5,604,220
Total contributions	86,820,321
Total additions to net assets	215,076,157
Deductions from net assets attributed to:	
Benefits paid to participants	130,811,685
Administrative expenses	1,745,136
Total deductions from net assets	132,556,821
Net increase in net assets, before transfer	82,519,336
Transfer from other plan (note 1 (b))	7,230,818
Net increase in net assets	89,750,154
Net assets available for Plan benefits:	
Beginning of period	954,989,158
End of period	$ 1,044,739,312

See accompanying notes to financial statements (modified cash basis).

(1) Description of the Plan and Nature of Operations

The following description of the Advance 401(k) Plan (the Plan) of Advance Publications, Inc. (the Company) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a 401(k) defined contribution plan for the benefit of employees of the Company and controlled group of companies. The Plan was adopted effective April 15, 2011 and has since been amended. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Investment assets of the Plan are maintained under a trust agreement with Fidelity Management Trust Company (the Trustee) and the Plan's recordkeeping administrative services are provided by Fidelity Workplace Services LLC (collectively, Fidelity). All investment and participant loan transactions are executed by Fidelity at the direction of, and for the exclusive benefit of, participants under the Plan.

(b) Transfer from Other Plan

Effective November 1, 2013, employees from POP, Inc. became employees of the Company. A total of $7,230,818 representing the value of their assets was transferred from the POP, Inc. 401(k) Plan to the Plan.

(c) Participants' Accounts

Each participant's share of the Plan's assets is recorded in an account established for that participant. Each participant's account is credited with the participant's contribution, if any, and the participant's share of the Company's contribution, adjusted to reflect income and expenses, realized gains and losses and unrealized appreciation or depreciation in the value of the Plan's assets. All contributions are invested based on participant direction. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants may elect to divide their contributions or initiate a transfer among the investment fund options in whole increments of 1% on a daily basis, subject to certain restrictions. An eligible participant may elect to suspend or resume his or her contributions, subject to the Plan's notice requirements. Changes requested by participants are implemented as soon as administratively practicable, in accordance with the Plan document.

(d) Contributions

Eligible employees, as defined in the Plan document, may, at their option, contribute up to 60% each year of their eligible pre-tax compensation, as defined under the Plan, subject to certain Internal Revenue Code (IRC) limitations, into any of the available investment elections. The Plan provides that the Company make a matching contribution in accordance with the Plan document, a discretionary nonelective contribution, and a discretionary matching employer contribution to be determined annually. The Company made matching contributions ranging from 1.5% to 7% of

(Continued)

compensation for all eligible participants, discretionary nonelective employer contributions of 2% of compensation for all eligible participants, and discretionary matching employer contributions of 1% to 6% of compensation for all eligible participants.

All newly hired or rehired full-time employees are automatically enrolled in the Plan. The default pre-tax contribution rate is 3%, beginning with the first pay period 30 days after the employees first day of employment (or rehire). These employees can elect to participate at a different rate and their future contribution rates will be adjusted as soon as practicable or opt out of the Plan and contributions already made will be refunded.

Participants may also choose to make contributions on an after-tax basis through a Roth 401(k) option. Roth contributions are made in lieu of all, or a portion of, the pre-tax contribution the participant is otherwise eligible to make under the Plan. Contributions and earnings for the Roth 401(k) option are not subject to taxation at the time of distribution, as long as the distribution is a "qualified distribution" due to termination of service, death, disability or after age 59 ½.

A participant who has made the maximum amount of permitted deferral contributions for a plan year, and who has attained or will attain age 50 during such plan year, may elect to make additional catch-up contributions. Catch-up contributions will be considered deferred contributions for all purposes under the Plan, except that catch-up contributions: (a) will not be subject to the percentage contribution limitations, and (b) will not exceed $5,500 for 2013.

(e) Rollover Contributions and Transfers

The Plan permits participants to have their interests in other qualified plans rolled over to the Plan, or to make rollover contributions into the Plan from a conduit individual retirement account which holds amounts attributable solely to a rollover from another qualified plan. In addition, the Plan permits for direct transfers of participant accounts for employees in businesses that were acquired by the Company. Such transfers or rollovers to the Plan may only be made with the approval of the Plan administrator and do not affect any other contributions made by or on behalf of a participant.

(f) Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $999,634 and $440,562, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2013, employer contributions were reduced by $597,083 using forfeited nonvested accounts.

(g) Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon.

Vesting in the Company's contributions and related earnings is based on the vesting schedule as defined in the Plan document.

(h) Payment of Benefits

Upon retirement at normal retirement age, as defined, death, or termination of service, a participant's vested interest in the Plan becomes payable to the participant (or his or her assigned beneficiary in the case of death). A participant may elect to receive benefit payments in annual installments, a lump-sum amount or as a direct rollover contribution to an Individual Retirement Account (IRA) or an eligible retirement plan of all or part of the payment. Withdrawals prior to attaining retirement age are not permitted except in the event of termination, disability or as a hardship distribution. Upon proof, to the satisfaction of the Plan administrator, and in compliance with the IRC, of an immediate and heavy financial need, certain amounts contributed may be withdrawn for hardship purposes. Certain income tax penalties may apply to withdrawals or distributions prior to retirement age.

(i) Notes Receivable from Participants

Subject to approval by the Plan's administrator, participants may have two loans outstanding at one time, a general purpose loan and a home purchase loan, or two general purpose loans. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (a) $50,000 (reduced by the participant's highest outstanding loan balance during the preceding 12-month period), or (b) 50% of the vested portion in the participant's account. The loans are secured by the balance in the participant's account. Such borrowings generally must be repaid (through payroll deductions) within five years (or ten years when it is for the purchase of a principal residence). All loans bore interest at a rate fixed by the Plan administrator based on the interest rate currently being charged for loans of comparable size, risk and maturity when the application for the loan was approved. Notes receivable from participants bore interest at rates ranging from 3.25% to 10.25% with maturity dates through 2023 and 2022 for December 31, 2013 and 2012, respectively. Notes receivable from participants at December 31, 2013 and 2012 amounted to $32,656,410 and $33,675,096, respectively, and represents unpaid principal balance.

(j) Risks and Uncertainties

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

The Plan invests indirectly in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate values, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(Continued)

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the modified cash basis of accounting under which contributions are recorded when received, investment income is recorded when collected, and benefit payments and expenses are recorded when paid. Investments are adjusted to fair value. The modified cash basis of accounting is a comprehensive basis of accounting other than U.S. generally accepted accounting principles (GAAP). The preparation of financial statements on the modified cash basis requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets, additions to net assets, deductions from net assets and disclosures of contingent liabilities, if any. Actual results could differ from those estimates and assumptions.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at fair value, which represents the funds' net asset value at the end of the reporting period. Certain of the Plan's common/collective trust funds are valued at the net asset value of shares held by the Plan at year end while others are presented at fair value with the related adjustment amount from contract value disclosed in the Statements of Net Assets Available for Plan Benefits. Separately managed accounts consist of common stock with a small amount of cash requirements. Common stock is valued at fair value based on quoted prices. See note 4 for disclosure of the Plan's fair value measurements.

The Fidelity Managed Income Portfolio II (the Stable Value Fund), a common/collective trust fund, is a stable value fund that is a commingled pool of the Fidelity Trust for Employee Benefit Plans. The Stable Value Fund may invest in fixed interest insurance investment contracts or Guaranteed Investment Contracts (GICs), money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Stable Value Fund, plus earnings, less participant withdrawals. See note 5 for further information concerning the Stable Value Fund.

The Stable Value Fund is presented at fair value with a related adjustment amount from fair value to contract value as disclosed in the Statements of Net Assets Available for Plan Benefits, as contract value is the amount that participants will receive under the terms of the Plan.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded when collected. The Plan's investment assets are not guaranteed as to principal or interest, and their values vary depending upon the performance of the underlying investments.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Administrative Expenses

Investment management, investment advisory fees and certain administrative fees of the Plan are paid from the assets of the Plan. Participants are charged for a portion of the cost to administer the Plan including the recordkeeping, accounting, legal and trustee services and other administrative services, which are deducted automatically from the participant's account. Participants are also charged for certain transactions, such as the processing of a loan. Certain other administrative and advisory fee expenses in 2013 were paid by the Company.

Certain investment fees and transaction-based fees are paid within the funds held by the Plan. These fees are deducted from income earned on a daily basis and are not separately reflected. Consequently, these fees are reflected as a reduction of investment return for such investments.

(e) Reclassification

Certain reclassifications have been made to prior year balances to conform to current year presentation.

(3) Investments and Notes Receivable from Participants

Investments and notes receivable from participants presented in the December 31, 2013 and 2012 Statements of Net Assets Available for Plan Benefits, the investment and notes receivable activities included on the Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2013, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified included total investments of $1,013,261,536 and $923,895,999 at December 31, 2013 and 2012, respectively, and related investment gain of $127,090,447, for the year ended December 31, 2013. The information certified also included notes receivable from participants of $32,656,410 and $33,675,096 at December 31, 2013 and 2012, respectively, and related interest income of $1,165,389, for the year ended December 31, 2013. As such, the Plan administrator instructed the Plan's auditor not to perform any auditing procedures on such accounts and activity.

The following individual investments represent 5% or more of net assets available for Plan benefits as of December 31, 2013 and 2012:

	2013	2012
BlackRock LifePath Index 2015	$ 62,442,433	72,429,142
BlackRock LifePath Index 2020	150,501,751	147,922,532
BlackRock LifePath Index 2025	156,819,593	148,134,574
BlackRock LifePath Index 2030	132,507,462	117,435,199
BlackRock LifePath Index 2035	89,321,767	77,269,278
BlackRock LifePath Index 2040	60,082,830	48,543,680
Fidelity Managed Income Portfolio II [(a)]	83,731,226	95,205,183

[(a)] The Fidelity Managed Income Portfolio II had a contract value of $82,552,592 and $92,623,246 at December 31, 2013 and 2012, respectively.

(Continued)

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

	2013
Separately managed accounts	$ 14,655,224
Common/collective trusts	112,104,997
	$ 126,760,221

Dividend and interest for the year ended December 31, 2013 was $330,226.

(4) Fair Value Measurements

The fair value of an asset or liability is based on the assumptions that market participants would use in pricing the asset or liability. Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value. The Plan follows a three-tiered fair value hierarchy when determining the inputs to valuation techniques. The fair value hierarchy prioritizes the inputs to valuation techniques into three broad levels in order to maximize the use of observable inputs and minimize the use of unobservable inputs. The levels of the fair value hierarchy are as follows:

- Level I – 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 II – Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.
- Level III – Assets or liabilities whose significant value drivers are unobservable.

The following is a description of the valuation methodologies for the Plan assets measured at fair value. There have been no changes to the methodologies used at December 31, 2013 and 2012.

Mutual funds – Valued at the net asset value (NAV) of shares held by the Plan at year end. Mutual funds are redeemable daily and exchange-traded funds may be traded at any time on the exchange that they primarily trade. There are no restrictions on redemptions. However, a fee may be charged if the Plan only holds the security for a short period of time.

Separately managed accounts – Separately managed accounts are comprised of investments in domestic common stocks and are classified as Level I investments. The accounts hold a small amount of cash equivalents which are valued on a per unit market value basis as determined by the issuer.

Common/Collective trust funds – Valued at the NAV of units held by the Plan at year end. The NAV, as provided by the trustee of each common collective trust fund, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by each fund less its

liabilities. This practical expedient would not be used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan were to initiate a full redemption of any common collective trust fund, each investment advisor reserves the right to temporarily delay withdrawal to ensure securities liquidation will be carried out in an orderly business manner. The common collective trust funds had a fair value of $957,795,675 and $883,729,963 as of December 31, 2013 and 2012, respectively, with no unfunded commitments, daily pricing frequency, and full redemption notice periods that extend no greater than 30 days. Common collective trust funds are invested to earn returns that match or exceed U.S. or international equity indexes, or in the case of target dated funds, to create a risk adjusted portfolio based on estimated retirement dates of participants.

Stable Value Fund – Investments in the Stable Value Fund are valued at fair value based on the NAV as a practical expedient of fair value. It is the policy of the common/collective trust to use its best efforts to maintain a stable net asset value of $1.00 per unit, to transact purchases and sales although there is no guarantee that the common/collective trust will be able to maintain this value. The common/collective trust uses independent pricing services approved by the Trustee to value its investments. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Trustee. Factors used in determining value may include market or security specific events, changes in interest rates, and credit quality.

The Plan reviews the fair value hierarchy classification on an annual basis. Changes in the ability to observe valuation inputs may result in a transfer between levels for certain securities within the fair value hierarchy. The Plan's policy is to recognize transfers into and out of levels within the fair value hierarchy at the end of the fiscal year in which the actual event or change in circumstances that caused the transfer occurs. There were no transfers between Level I, Level II and Level III resulting from changes in valuation inputs or methods during the year ended December 31, 2013.

The methods described above 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 sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value on a recurring basis as of December 31, 2013:

	Level I	Level II	Level III	Total
Common/collective trust funds:				
Stable Value Fund	$ —	83,731,226	—	83,731,226
U.S. Equity Funds	—	92,935,914	—	92,935,914
Target Dated Funds	—	736,436,540	—	736,436,540
International Equity Funds	—	21,932,744	—	21,932,744
Fixed Income Funds	—	22,759,251	—	22,759,251
Separately managed accounts:				
Common Stock	54,472,488	—	—	54,472,488
Registered investment company mutual funds:				
Money market fund	993,373	—	—	993,373
Total investments measured at fair value	$ 55,465,861	957,795,675	—	1,013,261,536

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value on a recurring basis as of December 31, 2012:

	Level I	Level II	Level III	Total
Common/collective trust funds:				
Stable Value Fund	$ —	95,205,183	—	95,205,183
U.S. Equity Funds	—	59,371,958	—	59,371,958
Target Dated Funds	—	682,487,007	—	682,487,007
International Equity Funds	—	18,216,109	—	18,216,109
Fixed Income Funds	—	28,449,706	—	28,449,706
Separately managed accounts:				
Common Stock	39,725,376	—	—	39,725,376
Registered investment company mutual funds:				
Money market fund	440,660	—	—	440,660
Total investments measured at fair value	$ 40,166,036	883,729,963	—	923,895,999

(5) Stable Value Fund

The Plan has fully benefit-responsive investment contracts through its investment in the Stable Value Fund. The objective of the Stable Value Fund is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital.

(Continued)

To achieve its investment objective, the Stable Value Fund primarily invests in a diversified portfolio of fully benefit-responsive GICs, fixed income investments, money market funds, money market instruments, repurchase agreements, private placements, bank investment contracts and synthetic GICs. In a traditional GIC, the Stable Value Fund enters into a contract with an issuer (typically a bank or life insurance company), which provides for a stated rate of interest and a fixed maturity. In a synthetic GIC structure, the Stable Value Fund owns fixed-income investments and enters into a wrapper contract from high-quality insurance companies, banks or other financial services companies that serve to substantially offset the price fluctuations in the underlying investments caused by movements in interest rates. Each wrapper contract obligates the wrapper provider to maintain the "contract value" of the underlying investments. The value of the Stable Value Fund is not guaranteed.

The average annual yield based on the underlying investments of the Stable Value Fund was approximately 1.67% for the year ended December 31, 2013. The crediting interest rate to participants for the underlying investments in the Stable Value Fund was 1.12% for the year ended December 31, 2013. The yield credited to participants is net of annual fees of 0.25% for the year ended December 31, 2013. The crediting interest rate is calculated on a daily basis.

Certain events may limit the ability of the Stable Value Fund or Plan to transact at contract value. Withdrawals prompted by the Plan or the Company, such as withdrawals resulting from the sale of a division of the Company, a corporate layoff or the addition of Plan investment options, for example, may be paid at the contract's market value, which may be more or less than contract value. The Plan administrator does not believe that the occurrence of any of these events, which would limit the Plan's ability to transact at contract value with the participants, is probable.

At December 31, 2013, the Plan had no unfunded commitments related to the Stable Value Fund.

(6) Party-in-Interest Transactions

Certain Plan investments are shares of mutual or common/collective trust funds managed by Fidelity, which is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund.

(7) Tax Status

The Plan has adopted a Volume Submitter Plan Document that received a favorable determination letter dated February 12, 2014, that the Volume Submitter Plan is designed in accordance with applicable sections of the IRC. In the opinion of the Plan administrator, the Plan and its underlying trust are currently designed and have operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there were no uncertain tax positions that would require disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(Continued)

(8) Plan Termination

Although it has not expressed the intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate its participation subject to the provisions of ERISA. In the event the Company terminates the Plan, participants become fully vested in their accounts and the assets of the Plan will be distributed to the participants in accordance with the provisions of ERISA.

(9) Subsequent Events

Subsequent events were evaluated by the Plan administrator through October 9, 2014, which is the date the financial statements were available to be issued. The Plan administrator has determined there were no events requiring disclosure or adjustment to the accompanying financial statements.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

	2013	2012
Net assets available for Plan benefits per the financial statements	$ 1,044,739,312	954,989,158
Employer contributions receivable	24,209	102,936
Participant contributions receivable	85,015	227,233
Accrued income	501,079	1,948,387
Benefits claims payable	(202,989)	(2,236,650)
Administrative expense payables	(1,427,676)	(754,503)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	1,178,634	2,581,937
Net assets available for Plan benefits per the Form 5500	$ 1,044,897,584	956,858,498

The following is a reconciliation of the net investment gain per the financial statements for the year ended December 31, 2013 to the Form 5500:

Net investment income per the financial statements	$ 127,090,447
Interest income on notes receivable from participants	1,165,389
Current year accrued income	501,079
Prior year accrued income	(1,948,387)
Current year adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31	1,178,634
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31	(2,581,937)
Total investment income per the Form 5500	$ 125,405,225

(Continued)

Fully benefit-responsive contracts are recorded on the Form 5500 at fair value versus contract value on the financial statements.

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

Employer contributions per the financial statement	$	25,218,556
Current year contributions receivable		24,209
Prior year contributions receivable		(102,936)
Total employer contributions per the Form 5500	$	25,139,829

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

Participant contributions per the financial statement	$	55,997,545
Current year contributions receivable		85,015
Prior year contributions receivable		(227,233)
Total participant contributions per the Form 5500	$	55,855,327

The following is a reconciliation of benefit payments per the financial statements for the year ended December 31, 2013 to the Form 5500:

Benefit payments per the financial statement	$	130,811,685
Current year benefit claims payable		202,989
Prior year benefit claims payable		(2,236,650)
Total benefit payments per the Form 5500	$	128,778,024

The following is a reconciliation of administrative expenses per the financial statements for the year ended December 31, 2013 to the Form 5500:

Administrative expenses per the financial statement	$	1,745,136
Current year administrative expenses payables		1,427,676
Prior year administrative expenses payables		(754,503)
Total administrative expenses per the Form 5500	$	2,418,309

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Registered investment company mutual funds:			
*	Fidelity Investments	Fidelity Retirement Money Market, 993,373 shares	**	$ 993,373
				993,373
	Separately managed accounts:			
	Winslow Capital Management	Active Domestic Equity Large Cap Growth Fund		
		Equity/Convertible Common Stock		
		NOBLE ENERGY INC, 5,900 shares	359,709	401,849
		RANGE RESOURCES CORP, 4,200 shares	324,980	354,102
		SCHLUMBERGER LTD, 6,600 shares	578,842	594,726
		ECOLAB INC, 3,500 shares	194,109	364,945
		MONSANTO CO NEW, 9,140 shares	685,788	1,065,267
		DANAHER CORP, 11,970 shares	570,289	924,084
		PRECISION CASTPARTS CORP, 2,350 shares	393,518	632,855
		UNITED TECHNOLOGIES CORP, 4,110 shares	317,916	467,718
		DELTA AIR INC, 8,410 shares	124,014	231,023
		KANSAS CITY SOUTHERN, 1,300 shares	145,838	160,979
		UNION PACIFIC CORP, 7,650 shares	726,602	1,285,200
		BORGWARNER INC, 7,440 shares	260,625	415,970
		NIKE INC CL B, 6,700 shares	447,412	526,888
		RALPH LAUREN CORP, 1,840 shares	286,115	324,889
		CHIPOTLE MEXICAN GRILL INC, 415 shares	180,485	221,104
		HILTON WORLDWIDE HLDGS INC, 12,600 shares	263,478	280,350
		STARBUCKS CORP, 10,850 shares	615,856	850,532
		WYNN RESORTS LTD, 1,900 shares	267,921	368,999
		CBS CORP CL B, 7,200 shares	249,111	458,928
		DISNEY (WALT) CO, 5,230 shares	294,551	399,572
		LIBERTY GLOBAL PLC CL A, 4,900 shares	395,898	436,051
		TWENTY FIRST CENTURY FOX INC-A, 19,490 shares	551,479	685,658
		AMAZON.COM INC, 3,150 shares	749,436	1,256,188
		DOLLAR GENERAL CORP, 9,270 shares	455,461	559,166
		LOWES COS INC, 8,100 shares	395,251	401,355
		PRICELINE.COM INC, 1,015 shares	581,421	1,179,835
		ROSS STORES INC, 4,600 shares	287,534	344,678
		ULTA SALON COSMETICS & FRG INC, 3,050 shares	270,391	294,386
		COSTCO WHOLESALE CORP, 2,550 shares	211,867	303,476
		CVS CAREMARK CORP, 5,590 shares	252,929	400,076
		ESTEE LAUDER COS INC CL A, 4,750 shares	264,441	357,770
		CATAMARAN CORP, 6,100 shares	301,562	289,628
		CERNER CORP, 6,800 shares	262,033	379,032
		MCKESSON CORP, 1,370 shares	219,634	221,118
		ALEXION PHARMACEUTICALS INC, 3,420 shares	353,636	455,065
		AMGEN INC, 5,700 shares	537,143	650,712
		BIOGEN IDEC INC, 2,590 shares	331,942	724,553
		BRISTOL-MYERS SQUIBB CO, 5,600 shares	286,527	297,640
		CELGENE CORP, 6,350 shares	570,900	1,072,896
		GILEAD SCIENCES INC, 9,360 shares	345,010	703,404
		ZOETIS INC CL A, 13,050 shares	415,463	426,605
		AMERICAN EXPRESS CO, 4,760 shares	359,328	431,875
		BLACKROCK INC, 1,920 shares	394,731	607,622
		JPMORGAN CHASE & CO, 5,900 shares	334,830	345,032
		MORGAN STANLEY, 15,780 shares	412,037	494,861

* Represents a party-in-interest to the Plan.
** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		SCHWAB CHARLES CORP, 9,500 shares	221,565	$ 247,000
		AMERICAN TOWER CORP, 5,550 shares	332,651	443,001
		BAIDU INC SPON ADR, 2,700 shares	444,367	480,276
		COGNIZANT TECH SOLUTIONS CL A, 4,370 shares	303,622	441,283
		EBAY INC, 9,770 shares	455,593	536,275
		FACEBOOK INC A, 10,900 shares	373,860	595,794
		GOOGLE INC A, 1,280 shares	783,516	1,434,509
		LINKEDIN CORP CL A, 1,305 shares	299,865	282,963
		MASTERCARD INC CL A, 725 shares	323,081	605,709
		SALESFORCE.COM INC, 15,800 shares	561,979	872,002
		SERVICENOW INC, 4,120 shares	194,269	230,761
		VISA INC CL A, 5,850 shares	532,772	1,302,678
		WORKDAY INC CL A, 600 shares	49,055	49,896
		APPLE INC, 1,555 shares	698,388	872,526
		QUALCOMM INC, 6,300 shares	387,803	467,775
		APPLIED MATERIALS INC, 17,400 shares	304,749	307,806
		ARM HOLDINGS PLC SPON ADR, 9,060 shares	370,602	495,944
		NXP SEMICONDUCTORS NV, 5,800 shares	171,708	266,394
		SBA COMMUNICATIONS CORP CL A, 4,340 shares	253,567	389,906
		Total Common Stock		33,971,160
		SSBK STIF FUND		571,949
				34,543,109
	William Blair & Company	Active Domestic Equity Small-Mid Growth Fund		
		Equity/Convertible Common Stock		
		CORE LABORATORIES NV, 880 shares	108,034	168,036
		FRANK'S INTERNATIONAL NV, 5,571 shares	152,323	150,417
		GULFPORT ENERGY CORP, 2,310 shares	141,052	145,877
		HELMERICH & PAYNE INC, 1,845 shares	106,873	155,128
		OASIS PETROLEUM INC, 2,580 shares	113,788	121,183
		OCEANEERING INTERNATIONAL INC, 1,815 shares	98,899	143,167
		CELANESE CORP SER A, 4,310 shares	191,423	238,386
		CYTEC INDUSTRIES INC, 3,326 shares	268,814	309,850
		ROCKWOOD HOLDINGS INC, 3,200 shares	163,670	230,144
		B/E AEROSPACE INC, 5,690 shares	269,686	495,201
		FORTUNE BRANDS HOME & SEC INC, 5,050 shares	132,475	230,785
		GRACO INC, 1,815 shares	111,780	141,788
		TRANSDIGM GROUP INC, 352 shares	37,496	56,679
		TRIMAS CORP, 6,170 shares	145,395	246,121
		CORPORATE EXECUTIVE BRD CO, 3,115 shares	138,078	241,194
		HEALTHCARE SERVICES GROUP INC, 8,504 shares	167,916	241,258
		HURON CONSULTING GROUP INC, 3,757 shares	140,974	235,639
		ICF INTERNATIONAL INC, 8,257 shares	207,625	287,642
		MANPOWERGROUP INC, 3,695 shares	179,941	317,253
		ROBERT HALF INTERNATIONAL INC, 7,544 shares	218,838	316,773
		STERICYCLE INC, 3,690 shares	343,067	428,667
		OLD DOMINION FREIGHT LINES INC, 6,590 shares	248,331	349,402
		FOSSIL GROUP INC, 2,450 shares	268,154	293,853

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See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		JARDEN CORP, 4,047 shares	154,680	$ 248,283
		POLARIS INDUSTRIES INC, 1,890 shares	157,141	275,260
		UNDER ARMOUR INC CL A, 2,870 shares	145,212	250,551
		KRISPY CREME DONUTS INC, 8,100 shares	180,186	156,249
		LIFELOCK INC, 13,045 shares	194,092	214,068
		PANERA BREAD CO CL A, 1,360 shares	244,763	240,298
		SIX FLAGS ENTERTAINMENT CORP, 8,245 shares	304,147	303,581
		DICKS SPORTING GOODS INC, 8,770 shares	376,201	509,537
		LKQ CORP, 8,345 shares	173,522	274,551
		SALLY BEAUTY HLDGS INC, 9,240 shares	241,019	279,325
		TRACTOR SUPPLY CO., 2,670 shares	117,818	207,139
		WILLIAMS-SONOMA INC, 3,310 shares	194,918	192,907
		GREEN MTN COFFEE ROASTERS INC, 3,505 shares	194,430	264,908
		NU SKIN ENTERPRISES INC CL A, 1,695 shares	93,017	234,283
		ABIOMED INC, 8,435 shares	184,963	225,552
		ALIGN TECHNOLOGY INC, 4,746 shares	148,297	271,234
		BROOKDALE SENIOR LIVING INC, 6,845 shares	157,210	186,047
		CATAMARAN CORP, 5,899 shares	263,417	280,085
		HEALTHSOUTH CORP, 5,848 shares	128,619	194,855
		HMS HOLDINGS CORP, 8,153 shares	214,546	185,318
		IDEXX LABS INC, 2,195 shares	198,855	233,482
		MEDNAX INC, 3,515 shares	190,539	187,631
		SIRONA DENTAL SYSTEMS INC, 3,563 shares	192,471	250,123
		TEAM HEALTH HOLDINGS INC, 5,476 shares	165,653	249,432
		BIOMARIN PHARMACEUTICAL INC, 4,810 shares	235,713	337,999
		LIGAND PHARMACEUTICALS CL B, 3,570 shares	173,849	187,782
		METTLER-TOLEDO INTL INC, 775 shares	152,146	188,007
		SALIX PHARMACEUTICALS LTD, 2,060 shares	172,074	185,276
		TECHNE CORP, 1,003 shares	90,511	94,954
		FIRST REPUBLIC BANK, 5,427 shares	206,534	284,103
		SIGNATURE BANK, 2,050 shares	187,370	220,211
		AFFILIATED MANAGERS GRP INC, 2,620 shares	307,900	568,226
		CBOE HOLDINGS INC, 5,535 shares	184,059	287,599
		ENCORE CAP GROUP INC, 4,130 shares	140,767	207,574
		FIRST CASH FINANCIAL SRVS INC, 3,876 shares	197,300	239,692
		LPL FINANCIAL HOLDINGS INC, 3,735 shares	143,097	175,657
		PORTFOLIO RECOVERY ASSOC INC, 3,955 shares	142,998	208,982
		FIRSTSERVICE CORP, 4,132 shares	131,176	177,800
		JONES LANG LASALLE INC, 1,770 shares	131,990	181,230
		AKAMAI TECHNOLOGIES INC, 7,575 shares	330,410	357,388
		ANSYS INC, 1,740 shares	115,093	151,728
		COSTAR GROUP INC, 1,653 shares	154,477	305,111
		FACTSET RESEARCH SYSTEMS INC, 1,750 shares	179,891	190,015
		GARTNER INC, 5,035 shares	250,882	357,737

* Represents a party-in-interest to the Plan.

** Historical cost is not required as investment is participant directed.

See accompanying independent auditors' report.

(Continued)

ADVANCE 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		GENPACT LTD, 12,885 shares	224,149	$ 236,697
		GUIDEWIRE SOFTWARE INC, 3,284 shares	102,477	161,146
		J2 GLOBAL INC, 6,049 shares	256,741	302,510
		NEUSTAR INC CL A, 3,491 shares	185,340	174,061
		PANDORA MEDIA INC, 15,565 shares	210,322	414,029
		VANTIV INC, 7,150 shares	191,171	233,161
		WEX INC, 2.645 shares	170,786	261,934
		WNS HLDGS LTD SP ADR, 10,512 shares	159,943	230,318
		SBA COMMUNICATIONS CORP CL A, 4,480 shares	236,436	402,483
		Total Common Stock		18,782,552
		SSBK STIF FUND		1,146,827
				19,929,379
				54,472,488
	Common/collective trust funds:			
	BlackRock Inst. Trust Co.	LifePath Index Retirement Fund, 2,200,860 shares	**	25,597,110
	BlackRock Inst. Trust Co.	LifePath Index 2015, 5,343,552 shares	**	62,442,433
	BlackRock Inst. Trust Co.	LifePath Index 2020, 12,631,578 shares	**	150,501,751
	BlackRock Inst. Trust Co.	LifePath Index 2025, 12,945,832 shares	**	156,819,593
	BlackRock Inst. Trust Co.	LifePath Index 2030, 10,796,817 shares	**	132,507,462
	BlackRock Inst. Trust Co.	LifePath Index 2035, 7,193,798 shares	**	89,321,767
	BlackRock Inst. Trust Co.	LifePath Index 2040, 4,776,155 shares	**	60,082,830
	BlackRock Inst. Trust Co.	LifePath Index 2045, 2,828,951 shares	**	35,831,392
	BlackRock Inst. Trust Co.	LifePath Index 2050, 1,301,011 shares	**	16,635,962
	BlackRock Inst. Trust Co.	LifePath Index 2055, 517,694 shares	**	6,696,240
	Eaton Vance Invest. Mgrs.	Active Domestic Equity Large Cap Value Fund, 1,197,662 shares	**	16,874,549
	State Street Global Advisors	International Equity Index Fund, 1,970,637 shares	**	21,932,744
	State Street Global Advisors	Diversified Domestic Bond Index Fund, 2,083,282 shares	**	22,759,251
	State Street Global Advisors	Domestic Equity Small-Mid Cap Blend Index Fund, 1,558,840 shares	**	22,959,428
	State Street Global Advisors	Domestic Equity Large Cap Blend Index Fund, 2,505,255 shares	**	37,243,762
	The Boston Company	Active Domestic Equity Small-Mid Cap Value Fund, 1,155,038 shares	**	15,858,175
*	Fidelity Investments	Fidelity Managed Income Portfolio II, 8,017,713 shares	**	83,731,226
				957,795,675
*	Notes receivable from participants	4,890 loans outstanding at varying amounts, maturing on various dates through 2023, at interest rates ranging from 3.25% to 10.25%	**	32,656,410
				$ 1,045,917,946

* Represents a party-in-interest to the Plan.
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See accompanying independent auditors' report.