Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ISS-MARINE SERVICES, INC. RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 12/20/2001

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

ISS-MARINE SERVICES, INC.

11 N WATER ST
SUITE 9290
MOBILE, AL 36602

2b Employer Identification Number (EIN)
95-1783520

2c Sponsor's telephone number
251-461-2780

2d Business code (see instructions)
483000

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.	10/14/2014	BRITHZIA MELLON
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	268
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**	236
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	59
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	295
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	295
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	205
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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
ISS-MARINE SERVICES, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ISS-MARINE SERVICES, INC.

D Employer Identification Number (EIN)
95-1783520

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

SEI TRUST COMPANY

06-1271230

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

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

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

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

MASSMUTUAL RETIREMENT SERVICES

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 59 60 62 63 64 65 72 99	N/A	4188	Yes [X] No [ ]	Yes [X] No [ ]	2	Yes [X] No [ ]

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

CROW, SHIELDS & BAILEY P.C.

63-0968374

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	N/A	2300	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RELIANCE TRUST COMPANY

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 99	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	524	Yes [ ] No [X]

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)

MORGAN KEEGAN & CO, INC.

64-0474907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	5081	Yes [ ] No [X]

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

RAYMOND JAMES & ASOCIATES

59-1237041

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	16793	Yes [ ] No [X]

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

MESIROW FINANCIAL INVESTMENT MGMT

36-3429599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	61	Yes [ ] No [X]

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
MASSMUTUAL RETIREMENT SERVICES, LLC	52 59 60 62 63	2

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED SCHEDULE C REPORT 58-1428634	SEE ATTACHED SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99	524

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MASSMUTUAL RETIREMENT SERVICES, LLC 26-1589907	SEE ATTACHED SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MGMT	27 49	61

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MASSACHUSETTS MUTUAL LIFE INS CO 04-1590850	SEE ATTACHED SCHEDULE C REPORT

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
RAYMOND JAMES & ASSOCIATES	55	16793

(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.
MML DISTRIBUTORS, LLC 04-3356880	SEE ATTACHED SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORGAN KEEGAN	55	5081

(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.
MML DISTRIBUTORS, LLC 04-3356880	SEE ATTACHED SCHEDULE C REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
ISS-MARINE SERVICES, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ISS-MARINE SERVICES, INC.

D Employer Identification Number (EIN)
95-1783520

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: FIXED FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

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)
23-2852249-002	C	2069588

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
ISS-MARINE SERVICES, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ISS-MARINE SERVICES, INC.

D Employer Identification Number (EIN)
95-1783520

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	385649	510967
(9) Value of interest in common/collective trusts	1c(9)	1996220	2069588
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7390333	9609175
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	9772202	12189730
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9772202	12189730

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)	230157	
	(B) Participants	2a(1)(B)	637870	
	(C) Others (including rollovers)	2a(1)(C)	27471	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		895498
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	14431	
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14431
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	375800	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		375800
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9849
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1479745
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2775323
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	351308	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		351308
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	2300	
(2) Contract administrator fees	2i(2)	4187	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6487
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		357795
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2417528
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CROW, SHIELDS & BAILEY, PC **(2)** EIN: 63-0968374

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		510000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
ISS-MARINE SERVICES, INC. RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ISS-MARINE SERVICES, INC.

D Employer Identification Number (EIN)
95-1783520

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** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 06-0974148

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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):

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN

Financial Statements
and
Accompanying Information

For the Years Ended
December 31, 2013 and 2012

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN

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J. Kenny Crow, Jr., CPA
John R. Shields, CPA
Joseph M. Bailey, CPA
Regina L. McKellar, CPA, CVA
Edward G. McDermott, CPA
A. Bruce Dudley, Jr., CPA
Vivian V. Chateau, CPA



Crow Shields Bailey PC

Reaching beyond the numbers.

Accounting | Consulting

INDEPENDENT AUDITORS' REPORT

The Administrator of the
ISS-Marine Services, Inc.
Retirement Savings Plan
11 N Water St. Suite 9290
Mobile, Alabama 36602

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ISS-Marine Services, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with

respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedules of Assets (Held at End of Year) and Assets (Acquired and Disposed of Within the Year), are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Crow Shields Bailey, PC

October 10, 2014
Mobile, Alabama

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

Assets

	December 31	
	2013	2012
Investments at fair value	$ 11,678,763	$ 9,434,612
Receivables		
Notes receivable from participants	510,967	385,649
Total assets	12,189,730	9,820,261

Liabilities

Total liabilities	-	-
Net assets available for benefits at fair value	12,189,730	9,820,261
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	(48,059)
Net assets available for benefits	$ 12,189,730	$ 9,772,202

See notes to financial statements

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

	For the Years Ended December 31	
	2013	2012
Additions to net assets attributed to:		
Investment income		
Net appreciation in fair value of shares of registered investment companies	$ 1,489,594	$ 764,066
Interest and dividends	390,231	201,227
Total investment income	1,879,825	965,293
Contributions		
Employee contributions	637,870	676,043
Employee rollover contributions	27,471	7,755
Employer contributions	230,157	237,252
Total contributions	895,498	921,050
Total additions	2,775,323	1,886,343
Deductions from net assets attributed to:		
Benefits paid to participants	351,308	976,851
Administrative expenses	6,487	8,950
Total deductions	357,795	985,801
Net increase in net assets	2,417,528	900,542
Net assets available for benefits		
Beginning of year	9,772,202	8,871,660
End of year	$12,189,730	$ 9,772,202

See notes to financial statements

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note 1 - Description of the plan

The following description of ISS-Marine Services, Inc. ("Company") Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The ISS-Marine Services, Inc. Retirement Savings Plan was formed as of December 20, 2001, when the Inchcape Retirement Savings Plan was divided into three plans because of the split of Inchcape Shipping Services, Inc. The investment balances due to the new Plan were transferred as of March 15, 2002.

On January 21, 2006, the Board of Directors of ISS-Marine Services, Inc., a controlling party of ISS-Riomar, LLC, approved the merger of the ISS-Riomar, LLC 401(k) Plan into the ISS-Marine Services, Inc. Retirement Savings Plan, effective February 18, 2006. As a result, all investments in mutual funds and participant loans were transferred into the Plan on that date. The transferred assets were recognized as additions to Plan assets in the 2006 financial statements of the ISS-Marine Services, Inc. Retirement Savings Plan.

General. The Plan is a defined contribution plan which covers certain employees of the Company who are age nineteen or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All assets in the Plan are subject to participant directed investments.

Contributions. Each year participants may contribute up to the maximum percentages allowable, but not to exceed the annual dollar limit allowed under the Internal Revenue Code, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company contributes 50% of the first 6% of base compensation that a participant contributes to the Plan. The matching Company contribution is invested in a portfolio of investments in the same proportion as other participant investments.

Participant accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after four years of credited service, with the vesting percentage increasing ratably over the four-year service period.

Trustee and TPA. The Plan uses Reliance Trust Company as Trustee and Massachusetts Mutual Retirement Services (formerly The Hartford Retirement Services) as Third Party Administrator (TPA).

Notes receivable from participants. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of 50% of the vested account balance, not to exceed $50,000. A participant may only have one loan outstanding at any time. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest, as determined quarterly by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of benefits. On termination of service due to death, disability, or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Hardship distributions are permitted from the Participant's elective deferral and rollover accounts.

Forfeited accounts. At December 31, 2013 and 2012, forfeited non-vested accounts totaled $1,392 and $1,329, respectively. These accounts are used to reduce future employer contributions and to cover fees related to the annual audit of the Plan. For December 31, 2013 and 2012, employer contributions were reduced by $-0-. Audit fees were covered in the amount of $2,300 and $6,000 from forfeited non-vested accounts for the years ended December 31, 2013 and 2012, respectively.

Amendments. The Plan document was restated in 2009 to incorporate all provisions of the Economic Growth and Tax Reconciliation Relief Act, the Final Regulations under IRC Section 415, the Pension Protection Act, the Heart Act, and other applicable laws and regulations.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of estimates

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

Investment valuation and income recognition.

Investments in shares of registered investment companies are stated at fair value as determined by the trustee, based on quoted market prices. Investments in units of participation in common trust funds are based upon quoted market prices of underlying investments obtained from the audited financial statements of the Fixed Fund. Net appreciation or depreciation of investments is reported in the statement of changes in net assets available for benefits and consists of the realized gains or losses and the unrealized appreciation or depreciation of these investments.

Payment of benefits

Benefits are recorded when paid.

Contributions receivable

All contributions for the years ended December 31, 2013 and 2012 were received prior to year end, therefore, there are no contributions receivable at December 31, 2013 or 2012.

Notes receivable from participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Loans are secured by the balance of the indebted participant's account. Outstanding notes receivable from participants at December 31, 2013 and 2012 are considered collectible.

Administrative expenses

Administrative expenses not paid for by the forfeited non-vested accounts of the Plan are absorbed by the Plan sponsor.

Note 3 - Unaudited information prepared and certified by Trustee

At December 31, 2013 and 2012, the Plan's investments were held by the Trustee. The following information included in the accompanying financial statements and supplemental schedule has been prepared and certified as complete and accurate by the Trustee in accordance with Section 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.

	2013	2012
Investments, at fair value	$ 9,609,174	$ 7,390,333
Investments, at contract value	$ 2,069,589	$ 1,996,220
Investment gain	$ 1,489,594	$ 764,066
Interest and dividends	$ 390,231	$ 201,227

Note 4 - Plan administration

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Note 5 - Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested.

Note 6 - Investments

The Plan's investments are held in an administered trust fund. The following presents separately investments that represent 5% or more of the Plan's net assets.

	December 31	
	2013	2012
Shares of registered investment companies		
MFS Research International Fund	$ 1,189,118	$ 942,603
MFS Value Fund	1,332,549	925,902
T. Rowe Price Growth Stock	1,540,453	1,010,070
MFS Total Return Fund	714,313	591,547
Others	4,832,741	3,920,211
Units of participation in common trust funds		
Fixed Fund - Institutional	2,069,589	1,996,220
	$11,678,763	$ 9,386,553

Note 7 - Income tax status

The Plan uses a prototype non-standardized profit sharing plan written by Hartford Retirement Services, Inc. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan is no longer subject to IRS examination of its Form 5500 filings for years before 2010.

Note 8 - Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. Fair values of assets measured on a recurring basis are as follows:

	Fair Value Measurements at Reporting Date Using:			
Description	Fair Value at December 31, 2013	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Units of Participation in Common Trust Funds				
Fixed Fund	$ 2,069,589	$ -	$ -	$ 2,069,589
Shares of Registered Investment Companies				
Bond Fund	427,570	427,570	-	-
Total Return Funds	1,145,213	1,145,213	-	-
Growth Fund	1,540,453	1,540,453	-	-
Equity Fund	349,005	349,005	-	-
Utilities Equity Fund	364,298	364,298	-	-
Value Fund	1,332,549	1,332,549	-	-
Technology Equity Fund	217,575	217,575	-	-
Research International Fund	1,189,118	1,189,118	-	-
Conservative Allocation Fund	82,557	82,557	-	-
Moderate Allocation Fund	344,405	344,405	-	-
Growth Allocation Fund	118,499	118,499	-	-
Aggressive Growth Allocation Fund	286,216	286,216	-	-
International Equity Fund	88,091	88,091	-	-
Small Cap Value Funds	692,926	692,926	-	-
Mid Cap Growth Opportunities Fund	107,651	107,651	-	-
Mid Cap Value Fund	182,266	182,266	-	-
Large Cap Growth Fund	466,644	466,644	-	-
Market Expansion Index Fund	165,909	165,909	-	-
Small Cap Growth Fund	151,541	151,541	-	-
S&P 500 Index Fund	23,066	23,066	-	-
United States Equity Fund	242,506	242,506	-	-
Global Allocation Fund	91,116	91,116	-	-
	$11,678,763	$ 9,609,174	$ -	$ 2,069,589

Description	Fair Value at December 31, 2012	Fair Value Measurements at Reporting Date Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Units of Participation in Common Trust Funds				
Fixed Fund	$ 2,044,279	$ -	$ -	$ 2,044,279
Shares of Registered Investment Companies				
Bond Fund	637,750	637,750	-	-
Total Return Funds	994,755	994,755	-	-
Growth Fund	1,010,070	1,010,070	-	-
Equity Fund	216,117	216,117	-	-
Utilities Equity Fund	341,881	341,881	-	-
Value Fund	925,902	925,902	-	-
Technology Equity Fund	223,135	223,135	-	-
Research International Fund	942,603	942,603	-	-
Conservative Allocation Fund	70,112	70,112	-	-
Moderate Allocation Fund	285,288	285,288	-	-
Growth Allocation Fund	98,393	98,393	-	-
Aggressive Growth Allocation Fund	188,171	188,171	-	-
International Equity Fund	78,181	78,181	-	-
Small Cap Value Funds	436,239	436,239	-	-
Mid Cap Growth Opportunities Fund	73,262	73,262	-	-
Mid Cap Value Fund	114,628	114,628	-	-
Large Cap Growth Fund	313,816	313,816	-	-
Market Expansion Index Fund	91,655	91,655	-	-
Small Cap Growth Fund	83,506	83,506	-	-
S&P 500 Index Fund	14,867	14,867	-	-
United States Equity Fund	153,356	153,356	-	-
Global Allocation Fund	96,648	96,648	-	-
	$ 9,434,612	$ 7,390,333	$ -	$ 2,044,279

FASB ASC 820, Fair Value Measurements and Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of quoted market prices for similar or identical assets in a market that is not active, or other significant observable inputs, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair value measurements

The fair value of the shares of registered investment companies are based on quoted market prices.

Level 3 Fair value measurements

The fixed fund is not actively traded and significant other observable inputs are not available. Management uses the fair value reported in the audited financial statements of the Fixed Fund to develop Level 3 fair value measurements. The fair value of the fixed fund is based on the Plan's share of the fair value reported in the audited Fixed Fund financial statements. The following table provides further details of the Level 3 fair value measurements:

	Fixed Fund
Balance at January 1, 2012	$1,928,261
Activity for 2012	
Realized gains or losses	-
Unrealized gains or losses relating to instruments still held at the reporting date	51,223
Purchases, sales, issuances and settlements (net)	
Purchases	214,765
Issuances	-
Sales	(149,970)
Settlements	-
Balance at December 31, 2012	$2,044,279
Activity for 2013	
Realized gains or losses	-
Unrealized gains or losses relating to instruments still held at the reporting date	(48,097)
Purchases, sales, issuances and settlements (net)	
Purchases	217,715
Issuances	-
Sales	(144,308)
Settlements	-
Balance at December 31, 2013	$2,069,589

Unrealized gains of $1,489,594 for Level 1 investments in 2013 and unrealized gains of $764,066 for Level 1 investments in 2012 have been included in net appreciation (depreciation) in fair value of investments. No realized or unrealized gains or losses for Level 3 investments have been included in net appreciation in fair value of investments in either year because these investments are traded at their reported contract value of $1 per share.

Note 9 - Fixed Fund

The Plan includes as an investment option a fixed fund which consists of units of participation in a common/collective trust. At December 31, 2013 and 2012, the fixed fund investment option was the Fixed Fund, established by SEI Trust Company (the Fund).

On December 9, 2013, the Board of Directors of the Fixed Fund Trustee authorized the termination of the Trust. Prior to that date, all of the Trust's securities were liquidated and the proceeds were invested into money market investments. At December 31, 2013, no fair market value adjustment is necessary.

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

Contract value, as reported to the Plan by Reliance Trust, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Fund at contract value.

However, the Fund generally provides that withdrawals associated with certain events which are not in the ordinary course of Plan operations, and are determined by the issuer to have a material adverse effect on the issuer's financial interest, will be paid with a market value adjustment to the contract value amount of such withdrawal as defined in the underlying contracts.

As of December 31, 2013, there were no events noted that were outside the ordinary course of Plan operations that would limit the Plan's ability to transact Fixed Fund investments at contract value.

Note 10 - Related party transactions

Hartford Retirement Services, LLC is the record keeper as defined by the Plan and, therefore, transactions with Hartford Retirement Services, LLC qualify as party-in-interest transactions. Fees paid by the Plan for recordkeeping and other administrative services to Hartford Retirement Services, LLC were $4,187 and $2,950 for the years ended December 31, 2013 and 2012, respectively.

Note 11 - Reconciliation of financial statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits and changes in net assets available for benefits per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

2013

	Total Investments at Fair Value	Participant Loans	Interest and Dividends	Net Investment Loss: Common Trust Funds	Net Investment Loss: Registered Investment Companies
Amounts per financial statements	$ 11,678,763	$510,967	$ 390,231	$ -	$ 1,489,594
Interest and dividends included in net investment gain on Form 5500	-	-	-	9,849	(9,849)
Amounts per Form 5500	$ 11,678,763	$510,967	$ 390,231	$ 9,849	$ 1,479,745

2012

	Total Investments at Fair Value	Participant Loans	Interest and Dividends	Net Investment Loss: Common Trust Funds	Net Investment Loss: Registered Investment Companies
Amounts per financial statements	$ 9,434,612	$385,649	$ 201,227	$ -	$ 764,066
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(48,059)	-	-	-	-
Interest and dividends included in net investment gain on Form 5500	-	-	(15,840)	15,840	-
Amounts per Form 5500	$ 9,386,553	$385,649	$ 185,387	$ 15,840	$ 764,066

Note 12 - Amounts allocated to withdrawing participants

At December 31, 2013 and 2012, there were no amounts allocated to accounts of persons who had elected to withdraw from the Plan but had not yet been paid.

Note 13 - Risk and uncertainties

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

Note 14 - Reclassifications

Certain reclassifications have been made to the 2012 financial statements to conform to the classifications used in the 2013 financial statements. These reclassifications had no effect on previously reported net income.

Note 15 - Subsequent events

The date to which events occurring after December 31, 2013, the date of the most recent balance sheet, have been evaluated for possible adjustment to the financial statements or disclosure is October 10, 2014, which is the date on which the financial statements were available to be issued.

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4i
95-1783520
PLAN #001
DECEMBER 31, 2013

(a) Party in Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(e) Current Value
	MFS	MFS Bond Fund-R3	$ 427,570
	MFS	Massachusetts Investors Trust	349,005
	MFS	MFS Total Return Fund	714,313
	MFS	MFS Utilities Fund	364,298
	MFS	MFS Value Fund	1,332,549
	MFS	MFS Research International Fund	1,189,118
	SEI	Fixed Fund - Institutional	2,069,589
	Delaware	Delaware Small Cap Value Fund	116,381
	MFS	MFS Technology Fund	217,575
	MFS	MFS Conservative Allocation Fund	82,557
	MFS	MFS Moderate Allocation Fund	344,405
	MFS	MFS Growth Allocation Fund	118,499
	MFS	MFS Aggressive Growth Allocation Fund	286,216
	Lord Abbett	Lord Abbett Small Cap Value Fund	576,545
	T. Rowe Price	T. Rowe Price Growth Stock	1,540,453
	Nuveen	Nuveen Mid Cap Growth Opportunity Fund	107,651
	Columbia	Columbia Multi-Advisor International Equity Fund	88,091
	Goldman Sachs	Goldman Sachs Mid Cap Value	182,266
	JP Morgan	JP Morgan Large Cap Growth Fund	466,644
	JP Morgan	JP Morgan Market Expansion Index	165,909
	JP Morgan	JP Morgan Small Cap Growth Fund	151,541
	JP Morgan	JP Morgan US Equity Fund	242,506
	Blackrock	Blackrock Global Allocation Fund	91,116
	Munder	Munder Index 500 Fund	23,066
	Pimco	Pimco Total Return Fund	430,900
*	Participant Loans	3.25% - 8.25%	510,967
		Total Investments	$ 12,189,730

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN THE YEAR)
SCHEDULE H, PART IV, LINE 4i
95-1783520
PLAN #001
DECEMBER 31, 2013

(a) Identity of Issuer, Borrower, Lessor, or Similar Party	(b) Description of Investment	(c) Costs of Acquisitions	(d) Proceeds of Dispositions
Participant loans	3.25% - 8.25%	-	-

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN

Financial Statements
and
Accompanying Information

For the Years Ended
December 31, 2013 and 2012

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITORS' REPORT

The Administrator of the
ISS-Marine Services, Inc.
Retirement Savings Plan
11 N Water St. Suite 9290
Mobile, Alabama 36602

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ISS-Marine Services, Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with

respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedules of Assets (Held at End of Year) and Assets (Acquired and Disposed of Within the Year), are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

Crow Shields Bailey, PC

October 10, 2014
Mobile, Alabama

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

Assets

	December 31	
	2013	2012
Investments at fair value	$ 11,678,763	$ 9,434,612
Receivables		
Notes receivable from participants	510,967	385,649
Total assets	12,189,730	9,820,261

Liabilities

Total liabilities	-	-
Net assets available for benefits at fair value	12,189,730	9,820,261
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	(48,059)
Net assets available for benefits	$ 12,189,730	$ 9,772,202

See notes to financial statements

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

	For the Years Ended December 31	
	2013	2012
Additions to net assets attributed to:		
Investment income		
Net appreciation in fair value of shares of registered investment companies	$ 1,489,594	$ 764,066
Interest and dividends	390,231	201,227
Total investment income	1,879,825	965,293
Contributions		
Employee contributions	637,870	676,043
Employee rollover contributions	27,471	7,755
Employer contributions	230,157	237,252
Total contributions	895,498	921,050
Total additions	2,775,323	1,886,343
Deductions from net assets attributed to:		
Benefits paid to participants	351,308	976,851
Administrative expenses	6,487	8,950
Total deductions	357,795	985,801
Net increase in net assets	2,417,528	900,542
Net assets available for benefits		
Beginning of year	9,772,202	8,871,660
End of year	$12,189,730	$ 9,772,202

See notes to financial statements

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note 1 - Description of the plan

The following description of ISS-Marine Services, Inc. ("Company") Retirement Savings Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The ISS-Marine Services, Inc. Retirement Savings Plan was formed as of December 20, 2001, when the Inchcape Retirement Savings Plan was divided into three plans because of the split of Inchcape Shipping Services, Inc. The investment balances due to the new Plan were transferred as of March 15, 2002.

On January 21, 2006, the Board of Directors of ISS-Marine Services, Inc., a controlling party of ISS-Riomar, LLC, approved the merger of the ISS-Riomar, LLC 401(k) Plan into the ISS-Marine Services, Inc. Retirement Savings Plan, effective February 18, 2006. As a result, all investments in mutual funds and participant loans were transferred into the Plan on that date. The transferred assets were recognized as additions to Plan assets in the 2006 financial statements of the ISS-Marine Services, Inc. Retirement Savings Plan.

General. The Plan is a defined contribution plan which covers certain employees of the Company who are age nineteen or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All assets in the Plan are subject to participant directed investments.

Contributions. Each year participants may contribute up to the maximum percentages allowable, but not to exceed the annual dollar limit allowed under the Internal Revenue Code, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company contributes 50% of the first 6% of base compensation that a participant contributes to the Plan. The matching Company contribution is invested in a portfolio of investments in the same proportion as other participant investments.

Participant accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after four years of credited service, with the vesting percentage increasing ratably over the four-year service period.

Trustee and TPA. The Plan uses Reliance Trust Company as Trustee and Massachusetts Mutual Retirement Services (formerly The Hartford Retirement Services) as Third Party Administrator (TPA).

Notes receivable from participants. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of 50% of the vested account balance, not to exceed $50,000. A participant may only have one loan outstanding at any time. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest, as determined quarterly by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of benefits. On termination of service due to death, disability, or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Hardship distributions are permitted from the Participant's elective deferral and rollover accounts.

Forfeited accounts. At December 31, 2013 and 2012, forfeited non-vested accounts totaled $1,392 and $1,329, respectively. These accounts are used to reduce future employer contributions and to cover fees related to the annual audit of the Plan. For December 31, 2013 and 2012, employer contributions were reduced by $-0-. Audit fees were covered in the amount of $2,300 and $6,000 from forfeited non-vested accounts for the years ended December 31, 2013 and 2012, respectively.

Amendments. The Plan document was restated in 2009 to incorporate all provisions of the Economic Growth and Tax Reconciliation Relief Act, the Final Regulations under IRC Section 415, the Pension Protection Act, the Heart Act, and other applicable laws and regulations.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of estimates

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

Investment valuation and income recognition.

Investments in shares of registered investment companies are stated at fair value as determined by the trustee, based on quoted market prices. Investments in units of participation in common trust funds are based upon quoted market prices of underlying investments obtained from the audited financial statements of the Fixed Fund. Net appreciation or depreciation of investments is reported in the statement of changes in net assets available for benefits and consists of the realized gains or losses and the unrealized appreciation or depreciation of these investments.

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Benefits are recorded when paid.

Contributions receivable

All contributions for the years ended December 31, 2013 and 2012 were received prior to year end, therefore, there are no contributions receivable at December 31, 2013 or 2012.

Notes receivable from participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Loans are secured by the balance of the indebted participant's account. Outstanding notes receivable from participants at December 31, 2013 and 2012 are considered collectible.

Administrative expenses

Administrative expenses not paid for by the forfeited non-vested accounts of the Plan are absorbed by the Plan sponsor.

Note 3 - Unaudited information prepared and certified by Trustee

At December 31, 2013 and 2012, the Plan's investments were held by the Trustee. The following information included in the accompanying financial statements and supplemental schedule has been prepared and certified as complete and accurate by the Trustee in accordance with Section 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.

	2013	2012
Investments, at fair value	$ 9,609,174	$ 7,390,333
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Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Note 5 - Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested.

Note 6 - Investments

The Plan's investments are held in an administered trust fund. The following presents separately investments that represent 5% or more of the Plan's net assets.

	December 31	
	2013	2012
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MFS Value Fund	1,332,549	925,902
T. Rowe Price Growth Stock	1,540,453	1,010,070
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Units of participation in common trust funds		
Fixed Fund - Institutional	2,069,589	1,996,220
	$11,678,763	$ 9,386,553

Note 7 - Income tax status

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The Plan is no longer subject to IRS examination of its Form 5500 filings for years before 2010.

Note 8 - Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. Fair values of assets measured on a recurring basis are as follows:

	Fair Value Measurements at Reporting Date Using:			
Description	Fair Value at December 31, 2013	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Units of Participation in Common Trust Funds				
Fixed Fund	$ 2,069,589	$ -	$ -	$ 2,069,589
Shares of Registered Investment Companies				
Bond Fund	427,570	427,570	-	-
Total Return Funds	1,145,213	1,145,213	-	-
Growth Fund	1,540,453	1,540,453	-	-
Equity Fund	349,005	349,005	-	-
Utilities Equity Fund	364,298	364,298	-	-
Value Fund	1,332,549	1,332,549	-	-
Technology Equity Fund	217,575	217,575	-	-
Research International Fund	1,189,118	1,189,118	-	-
Conservative Allocation Fund	82,557	82,557	-	-
Moderate Allocation Fund	344,405	344,405	-	-
Growth Allocation Fund	118,499	118,499	-	-
Aggressive Growth Allocation Fund	286,216	286,216	-	-
International Equity Fund	88,091	88,091	-	-
Small Cap Value Funds	692,926	692,926	-	-
Mid Cap Growth Opportunities Fund	107,651	107,651	-	-
Mid Cap Value Fund	182,266	182,266	-	-
Large Cap Growth Fund	466,644	466,644	-	-
Market Expansion Index Fund	165,909	165,909	-	-
Small Cap Growth Fund	151,541	151,541	-	-
S&P 500 Index Fund	23,066	23,066	-	-
United States Equity Fund	242,506	242,506	-	-
Global Allocation Fund	91,116	91,116	-	-
	$11,678,763	$ 9,609,174	$ -	$ 2,069,589

Description	Fair Value at December 31, 2012	Fair Value Measurements at Reporting Date Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments				
Units of Participation in Common Trust Funds				
Fixed Fund	$ 2,044,279	$ -	$ -	$ 2,044,279
Shares of Registered Investment Companies				
Bond Fund	637,750	637,750	-	-
Total Return Funds	994,755	994,755	-	-
Growth Fund	1,010,070	1,010,070	-	-
Equity Fund	216,117	216,117	-	-
Utilities Equity Fund	341,881	341,881	-	-
Value Fund	925,902	925,902	-	-
Technology Equity Fund	223,135	223,135	-	-
Research International Fund	942,603	942,603	-	-
Conservative Allocation Fund	70,112	70,112	-	-
Moderate Allocation Fund	285,288	285,288	-	-
Growth Allocation Fund	98,393	98,393	-	-
Aggressive Growth Allocation Fund	188,171	188,171	-	-
International Equity Fund	78,181	78,181	-	-
Small Cap Value Funds	436,239	436,239	-	-
Mid Cap Growth Opportunities Fund	73,262	73,262	-	-
Mid Cap Value Fund	114,628	114,628	-	-
Large Cap Growth Fund	313,816	313,816	-	-
Market Expansion Index Fund	91,655	91,655	-	-
Small Cap Growth Fund	83,506	83,506	-	-
S&P 500 Index Fund	14,867	14,867	-	-
United States Equity Fund	153,356	153,356	-	-
Global Allocation Fund	96,648	96,648	-	-
	$ 9,434,612	$ 7,390,333	$ -	$ 2,044,279

FASB ASC 820, Fair Value Measurements and Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of quoted market prices for similar or identical assets in a market that is not active, or other significant observable inputs, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 1 Fair value measurements

The fair value of the shares of registered investment companies are based on quoted market prices.

Level 3 Fair value measurements

The fixed fund is not actively traded and significant other observable inputs are not available. Management uses the fair value reported in the audited financial statements of the Fixed Fund to develop Level 3 fair value measurements. The fair value of the fixed fund is based on the Plan's share of the fair value reported in the audited Fixed Fund financial statements. The following table provides further details of the Level 3 fair value measurements:

	Fixed Fund
Balance at January 1, 2012	$1,928,261
Activity for 2012	
Realized gains or losses	-
Unrealized gains or losses relating to instruments still held at the reporting date	51,223
Purchases, sales, issuances and settlements (net)	
Purchases	214,765
Issuances	-
Sales	(149,970)
Settlements	-
Balance at December 31, 2012	$2,044,279
Activity for 2013	
Realized gains or losses	-
Unrealized gains or losses relating to instruments still held at the reporting date	(48,097)
Purchases, sales, issuances and settlements (net)	
Purchases	217,715
Issuances	-
Sales	(144,308)
Settlements	-
Balance at December 31, 2013	$2,069,589

Unrealized gains of $1,489,594 for Level 1 investments in 2013 and unrealized gains of $764,066 for Level 1 investments in 2012 have been included in net appreciation (depreciation) in fair value of investments. No realized or unrealized gains or losses for Level 3 investments have been included in net appreciation in fair value of investments in either year because these investments are traded at their reported contract value of $1 per share.

Note 9 - Fixed Fund

The Plan includes as an investment option a fixed fund which consists of units of participation in a common/collective trust. At December 31, 2013 and 2012, the fixed fund investment option was the Fixed Fund, established by SEI Trust Company (the Fund).

On December 9, 2013, the Board of Directors of the Fixed Fund Trustee authorized the termination of the Trust. Prior to that date, all of the Trust's securities were liquidated and the proceeds were invested into money market investments. At December 31, 2013, no fair market value adjustment is necessary.

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

Contract value, as reported to the Plan by Reliance Trust, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Fund at contract value.

However, the Fund generally provides that withdrawals associated with certain events which are not in the ordinary course of Plan operations, and are determined by the issuer to have a material adverse effect on the issuer's financial interest, will be paid with a market value adjustment to the contract value amount of such withdrawal as defined in the underlying contracts.

As of December 31, 2013, there were no events noted that were outside the ordinary course of Plan operations that would limit the Plan's ability to transact Fixed Fund investments at contract value.

Note 10 - Related party transactions

Hartford Retirement Services, LLC is the record keeper as defined by the Plan and, therefore, transactions with Hartford Retirement Services, LLC qualify as party-in-interest transactions. Fees paid by the Plan for recordkeeping and other administrative services to Hartford Retirement Services, LLC were $4,187 and $2,950 for the years ended December 31, 2013 and 2012, respectively.

Note 11 - Reconciliation of financial statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits and changes in net assets available for benefits per the financial statements for the years ended December 31, 2013 and 2012 to Schedule H of Form 5500:

2013

	Total Investments at Fair Value	Participant Loans	Interest and Dividends	Net Investment Loss: Common Trust Funds	Net Investment Loss: Registered Investment Companies
Amounts per financial statements	$ 11,678,763	$510,967	$ 390,231	$ -	$ 1,489,594
Interest and dividends included in net investment gain on Form 5500	-	-	-	9,849	(9,849)
Amounts per Form 5500	$ 11,678,763	$510,967	$ 390,231	$ 9,849	$ 1,479,745

2012

	Total Investments at Fair Value	Participant Loans	Interest and Dividends	Net Investment Loss: Common Trust Funds	Net Investment Loss: Registered Investment Companies
Amounts per financial statements	$ 9,434,612	$385,649	$ 201,227	$ -	$ 764,066
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(48,059)	-	-	-	-
Interest and dividends included in net investment gain on Form 5500	-	-	(15,840)	15,840	-
Amounts per Form 5500	$ 9,386,553	$385,649	$ 185,387	$ 15,840	$ 764,066

Note 12 - Amounts allocated to withdrawing participants

At December 31, 2013 and 2012, there were no amounts allocated to accounts of persons who had elected to withdraw from the Plan but had not yet been paid.

Note 13 - Risk and uncertainties

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

Note 14 - Reclassifications

Certain reclassifications have been made to the 2012 financial statements to conform to the classifications used in the 2013 financial statements. These reclassifications had no effect on previously reported net income.

Note 15 - Subsequent events

The date to which events occurring after December 31, 2013, the date of the most recent balance sheet, have been evaluated for possible adjustment to the financial statements or disclosure is October 10, 2014, which is the date on which the financial statements were available to be issued.

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4i
95-1783520
PLAN #001
DECEMBER 31, 2013

(a) Party in Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(e) Current Value
	MFS	MFS Bond Fund-R3	$ 427,570
	MFS	Massachusetts Investors Trust	349,005
	MFS	MFS Total Return Fund	714,313
	MFS	MFS Utilities Fund	364,298
	MFS	MFS Value Fund	1,332,549
	MFS	MFS Research International Fund	1,189,118
	SEI	Fixed Fund - Institutional	2,069,589
	Delaware	Delaware Small Cap Value Fund	116,381
	MFS	MFS Technology Fund	217,575
	MFS	MFS Conservative Allocation Fund	82,557
	MFS	MFS Moderate Allocation Fund	344,405
	MFS	MFS Growth Allocation Fund	118,499
	MFS	MFS Aggressive Growth Allocation Fund	286,216
	Lord Abbett	Lord Abbett Small Cap Value Fund	576,545
	T. Rowe Price	T. Rowe Price Growth Stock	1,540,453
	Nuveen	Nuveen Mid Cap Growth Opportunity Fund	107,651
	Columbia	Columbia Multi-Advisor International Equity Fund	88,091
	Goldman Sachs	Goldman Sachs Mid Cap Value	182,266
	JP Morgan	JP Morgan Large Cap Growth Fund	466,644
	JP Morgan	JP Morgan Market Expansion Index	165,909
	JP Morgan	JP Morgan Small Cap Growth Fund	151,541
	JP Morgan	JP Morgan US Equity Fund	242,506
	Blackrock	Blackrock Global Allocation Fund	91,116
	Munder	Munder Index 500 Fund	23,066
	Pimco	Pimco Total Return Fund	430,900
*	Participant Loans	3.25% - 8.25%	510,967
		Total Investments	$ 12,189,730

ISS-MARINE SERVICES, INC.
RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN THE YEAR)
SCHEDULE H, PART IV, LINE 4i
95-1783520
PLAN #001
DECEMBER 31, 2013

(a) Identity of Issuer, Borrower, Lessor, or Similar Party	(b) Description of Investment	(c) Costs of Acquisitions	(d) Proceeds of Dispositions
Participant loans	3.25% - 8.25%	-	-

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

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

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

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

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

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

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

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

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

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

ISS-MARINE SVCS, INC RET SVNGS PLAN (110520738)
EIN #: 63-1284332

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

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

Total Direct Compensation Paid **$6,487.50**

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

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

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

Direct Compensation **$4,187.50**

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

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

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

Indirect Compensation

Float compensation Payor: Reliance Trust Company EIN: 58-1428634 **$2.27**

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

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

Non Monetary Compensation

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

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

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Rate of Fees and Payments Received By MassMutual with Respect to the Fund* (rates as of 12/31/2013)*	*Total Fund Annual Operating Expenses (Fund Expense Ratio) (as of 12/31/2013)*
BLACKROCK GLOBAL ALLOCATION-A	22-2937779	0.55% x assets	1.16%
COLUMBIA MULTI-ADVISOR INTL EQ-A	94-1687665	0.50% x assets	1.39%
DELAWARE SMALL CAP VALUE-A	23-2450217	0.55% x assets	1.32%
FIXED FUND-INSTITUTIONAL	23-2177800	0.40% x assets	0.99%
GOLDMAN SACHS MID CAP VALUE-A	13-4166989	0.55% x assets	1.14%
JPMORGAN LARGE CAP GROWTH FUND-A	26-3613641	0.55% x assets	1.20%
JPMORGAN MKT EXPANSION ENH IX A	26-3613641	0.50% x assets	0.95%
JPMORGAN SMALL CAP GROWTH FUND-A	26-3613641	0.55% x assets	1.54%
JPMORGAN U.S. EQUITY FUND-A	33-1043149	0.55% x assets	1.06%
LORD ABBETT SMALL-CAP VALUE FD-P	13-6995863	0.45% x assets plus $16/particpant	1.38%
MASSACHUSETTS INVESTORS TRUST-R3	04-1590600	0.63% x assets	0.77%
MFS AGGRESS GROWTH ALLOCATION-R3	04-3158862	0.63% x assets	1.20%
MFS BOND FUND-R3	04-2535629	0.63% x assets	0.83%
MFS CONSERVATIVE ALLOCATION-R3	04-3158862	0.63% x assets	0.99%
MFS GROWTH ALLOCATION FUND-R3	04-3158862	0.63% x assets	1.12%
MFS MODERATE ALLOCATION FUND-R3	04-3158862	0.63% x assets	1.05%
MFS RESEARCH INTERNATIONAL R3	04-3158862	0.63% x assets	1.18%
MFS TECHNOLOGY FUND-R3	04-3158862	0.63% x assets	1.55%
MFS TOTAL RETURN FUND-R3	04-2468583	0.63% x assets	0.77%
MFS UTILITIES FUND-R3	04-3158862	0.63% x assets	1.02%
MFS VALUE FUND-R3	04-3158862	0.63% x assets	0.93%
MUNDER INDEX 500 FD A	20-5982541	0.15% x assets	0.85%
NUVEEN MID CAP GRWT OP-A	41-1418224	0.55% x assets	1.30%
PIMCO TOTAL RETURN FUND-A	33-0629048	0.40% x assets	0.85%
T. ROWE PRICE GROWTH STOCK-ADV	52-0655816	0.40% x assets	0.93%

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

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

or it's affiliate.

Recipient: MORGAN KEEGAN & CO INC EIN: 64-0474907

Service Codes:

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

Direct Compensation **$0.00**

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

Indirect Compensation

* **Sales commission** Payor: MML Distributors, LLC EIN: 04-3356880 **$5,081.10**

* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

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

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

Recipient: RAYMOND JAMES & ASSOCIATES EIN: 59-1237041

Service Codes:

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

Direct Compensation **$0.00**

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

Indirect Compensation

* **Sales commission** Payor: MML Distributors, LLC EIN: 04-3356880 **$16,792.62**

* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

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

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

Recipient: Other EIN: 99-9999999

Service Codes:

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

Direct Compensation **$2,300.00**

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

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

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

Indirect Compensation **$0.00**

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

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$524.32**
Service Codes: 19, 25, 99

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

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

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

Indirect Compensation

Annual fee and basis point fee for Mesirow plan fiduciary service **$39.58**
Service code: 27

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

This is an estimate based on the annual flat fee plus the basis point fee paid to Mesirow divided by the number of plans using this feature.

In addition to the indirect compensation noted above, we pay Mesirow Financial an additional asset-based fee for Fiduciary Assure services. This fee is computed using a tiered scale based on total assets under the program where the assets are multiplied by annualized rates ranging from 2.50 basis points down to 0.9 basis points.

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

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

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

Direct Revenue Detail

Recipient: *MassMutual Retirement Services, LLC*

Fee Description	Dollar Amount
Loan Set-up Fee	$1,600.00
Loan Administration Fee	$2,587.50
Total Direct Revenue:	**$4,187.50**

Recipient: *Other*

Fee Description	Dollar Amount
Holding Account: Service Provider Fee	$2,300.00
Total Direct Revenue:	**$2,300.00**

Grand Total Direct Fees: **$6,487.50**