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
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2000

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

GARDINER & THEOBALD INC.

317 MADISON AVENUE
19TH FLOOR
NEW YORK, NY 10017

2b Employer Identification Number (EIN)
58-2055197

2c Sponsor's telephone number
212-661-6624

2d Business code (see instructions)
541600

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	ANDREW MANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	142
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**	124
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	19
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	143
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	143
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	86
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 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)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-2055197

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

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
71-0294708	86509	878961	86	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	10078

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

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

LPL FINANCIAL CORPORATION
9785 TOWNE CENTRE DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0	8786	CASH PAYMENTS MADE BASED ON THE CONTRACT BUT OUTSIDE OF COMMISSIONS	3

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

MADISON PENSION SERVICES INC
2500 WESTCHESTER AVE
PURCHASE, NY 10577

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0	1292	TPA FEES	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	80847
5	Current value of plan's interest under this contract in separate accounts at year end	5	4113608

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	0
c	Premiums due but unpaid at the end of the year	6c	0
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	0

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			7b	74900
c	Additions: (1) Contributions deposited during the year	7c(1)	14567		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	1470		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	261		
	▶ LOAN REPAYMENTS				
	(6)Total additions			7c(6)	16298
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	91198
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	10351		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	10351
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	80847

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**	0		
(2) Increase (decrease) in amount due but unpaid	**9a(2)**	0		
(3) Increase (decrease) in unearned premium reserve	**9a(3)**	0		
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**	0		
(2) Increase (decrease) in claim reserves	**9b(2)**	0		
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	0
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**	0		
(B) Administrative service or other fees	**9c(1)(B)**	0		
(C) Other specific acquisition costs	**9c(1)(C)**	0		
(D) Other expenses	**9c(1)(D)**	0		
(E) Taxes	**9c(1)(E)**	0		
(F) Charges for risks or other contingencies	**9c(1)(F)**	0		
(G) Other retention charges	**9c(1)(G)**	0		
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	0
(2) Claim reserves			**9d(2)**	0
(3) Other reserves			**9d(3)**	0
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	0
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	0
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	0

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-2055197

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING LIFE INSURANCE AND ANNUITY CO

71-0294708

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

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

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

ING LIFE INSURANCE AND ANNUITY CO

71-0294708

(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	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	1801	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO	27	1801
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING LIFE INSURANCE AND ANNUITY CO 71-0294708	INVESTMENT ADVISORY (PLAN)	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GARDINER & THEOBALD INC.

D Employer Identification Number (EIN)
58-2055197

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: ILIAC SEPARATE ACCOUNT D

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-001	P	4113608

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
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-2055197

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	29378	14540
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	2989960	4113608
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	74900	80847
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	3094238	4208995
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	3094238	4208995

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)	76882	
	(B) Participants	2a(1)(B)	542159	
	(C) Others (including rollovers)	2a(1)(C)	5202	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		624243
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	1315	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1315
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		748421
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		1470
d Total income. Add all **income** amounts in column (b) and enter total	2d		1375449
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	259792	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		259792
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	900	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		900
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		260692
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1114757
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: LILLING & COMPANY LLP **(2)** EIN: 13-3447681

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		519483
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	0

			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	0
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	0
e	Was this plan covered by a fidelity bond?	4e	X		1000000
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	0
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	0
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	0
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	0
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:** 0

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
GARDINER & THEOBALD INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-2055197

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): 71-0294708

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

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 0

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**	0
b The plan year immediately preceding the current plan year	**14b**	0
c The second preceding plan year	**14c**	0

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**	0
b The corresponding number for the second preceding plan year	**15b**	0

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**	0
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**	0

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):

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

REPORT ON AUDIT OF FINANCIAL STATEMENTS

DECEMBER 31, 2013

GARDINER & THEOBALD, INC. 401 (K) PROFIT SHARING PLAN

DECEMBER 31, 2013

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Lilling & Company LLP

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Trustees
Gardiner & Theobald, Inc. 401(k) Profit Sharing Plan
New York, NY

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Gardiner & Theobald, Inc. 401(k) Profit Sharing Plan, which comprise the statements as of December 31, 2013 and 2012, and for the year ended December 31, 2013, as listed in the accompanying index, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; 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 audits in accordance with auditing standards generally accepted in the United States. 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 4, which was certified by ING Life Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Other Matter – Supplemental Schedule
The supplemental schedules listed in the accompanying index as of and for the year ended December 31, 2013 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 is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Other Matter – Participant Data, Participant Accounts and Remittance
As discussed in Note 10, Related Party and Party in Interest Transactions, the Plan's records and procedures are not adequate to assure the completeness of participants' data on which contributions and benefit payments are determined. In addition, Plan statements do not accurately show the vesting percentage and amounts for participant's employer contributions and the Plan has inadequate policies for remitting employee contributions. The effect of this matter on the financial statements and supplemental schedules has not been determined.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, except for the matter described in the Other Matter – Participant Data, Participant Accounts and Remittance paragraph, 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.



CERTIFIED PUBLIC ACCOUNTANTS
Great Neck, New York
October 9, 2014

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2013	2012
ASSETS		
Investments, at fair value	$ 4,193,662	$ 3,066,951
Receivables		
Notes receivable from participants	14,540	29,378
Participant contributions	41,102	67,141
Employer contributions	77,476	76,882
	133,118	173,401
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,326,780	$ 3,240,352

See notes to financial statements

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

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

ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income		
Net change in fair value of investments	$	745,537
Interest and dividends		1,470
		747,007
Interest income from notes receivable from participants		1,315
Contributions		
Participant		516,120
Employer		77,476
Rollover		5,202
		598,798
TOTAL ADDITIONS		1,347,120
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants		259,792
Administrative expenses		900
TOTAL DEDUCTIONS		260,692
NET CHANGE		1,086,428
NET ASSETS AVAILABLE FOR BENEFITS		
-BEGINNING OF YEAR		3,240,352
-END OF YEAR	$	4,326,780

See notes to financial statements

1. DESCRIPTION OF PLAN

The following description of the Gardiner & Theobald, Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a 401(k) Profit Sharing Plan under the Internal Revenue Service Code Section ("Code Section") 401(k) effective January 1, 2000. The Plan covers substantially all employees of Gardiner & Theobald, Inc. (the "Company") who are not covered by a collective bargaining agreement, not considered leased employees, and are not nonresident aliens who do not receive any earned income from the Company. Participants must be 21 years of age to participant in elective deferral and matching contributions and be 21 years of age and have completed one year of service to participate in non-elective contributions. The effective date of participation is the first day of the month following the completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Plan allows for pre-tax Salary Deferrals. Participants are immediately vested in their contributions plus actual earnings thereon. Employees may roll over eligible amounts from other qualified plans to the Plan which are fully vested and non-forfeitable. The Company will make a safe harbor matching contribution equal to the sum of 100% of the amount of the participant's elective deferrals that are not in excess of 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% of the participant's compensation but are not in excess of 5% of the participant's compensation. For the year December 31, 2013 the Company contributed a safe harbor match of $77,476 to the Plan. The Company may make a non-elective contribution to the Plan, although the Company is not required to do so. For the year ended December 31, 2013, the Company did not make a non-elective contribution to the Plan. Contributions are subject to certain IRS limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's contribution, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the investment of their balances into

various investment options offered by the Plan.

Vesting

Participants are vested immediately in their contributions and safe-harbor contributions plus actual earnings thereon. Vesting in the Company's matching and non-elective contributions portion of their accounts is based on years of continuous service as follows:

Years of Vesting Service	Amount Vested
0 - 1 years	0%
1 years	25%
2 years	50%
3 years	75%
4 or more years	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Notes receivable from participants are secured by the balance in the participant's account. The interest rate on outstanding loans ranges from 4.25% to 8.75% per annum. Principal and interest is paid through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account or in installment payments over a period of time. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeitures

At December 31, 2013 and 2012, forfeited non-vested accounts totaled $10,003 and $5,947, respectively. These accounts may be used to reduce future employer contributions. For the year ended 2013, the Plan allocated $4,052 of forfeiture accounts to participant accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change in fair value of investments includes the plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net change in fair value of investments.

3. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets.

Investments	2013	2012
Franklin Growth Fund - R	$ 827,558	$ 573,991
VY Oppenheimer Global Prtf - Initial	408,876	264,318
VY FMR Divrsd Mid Cap Prtf - Service	406,206	287,534
Pioneer Fund - Class Y Shares	336,682	247,151
AF American Balanced Fund - R-3	241,439	174,024
Oppenheimer Developing Markets - A	235,570	225,472

* Indicates that the fund was not over 5% of the Plan's net assets in the specified year.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well held during the year) resulted in an increase in value of $745,537 as follows:

Pooled separate accounts	$ 748,421
ING Fixed Account	(2,884)
	$ 745,537

4. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules as of and for the years ended December 31, 2013 and 2012 was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee.

	2013	2012
Investments, at fair value	$ 4,193,662	$ 3,066,951
Notes receivable from participants	14,540	29,378
Net change in fair value of investments	745,537	331,151
Interest and dividends	1,470	1,482
Interest income from notes receivable	1,315	1,928

5. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature 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 in inactive markets or quoted prices for similar assets in active markets, and Level 3 inputs are unobservable and 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. There were no Level 1 or Level 3 inputs available to the Plan.

Level 2 Fair Value Measurements
The fair value of Pooled Separate Accounts ("PSAs") is based on the Net Asset Value of a separate account that is not publically quoted. ASC 820 allows NAV per share to serve as a practical expedient to estimate fair value.

The fair value of the Fixed Account is determined by the daily crediting of interest with the potential for a market value adjustment for non-benefit surrenders. Observable inputs in determining fair value include the Fixed Account contract value, a market value adjustment formula and the net surrender value after application of the market value adjustment formula. The market value adjustment formula considers the fixed account crediting rate, the 7 year treasury bond rate, and a surrender value that is defined in the contract. There are no unobservable inputs allowing it to be classified as a Level 2 investment.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

December 31, 2013	Level 1	Level 2	Level 3	Total
Assets				
Guaranteed Investment Contract	$ -	$ 80,054	$ -	$ 80,054
Pooled Separate Accounts				
Equity - Large Growth	-	827,558	-	827,558
Lifecycle	-	500,506	-	500,506
Equity - World Stock	-	408,876	-	408,876
Equity - Mid-Cap Growth	-	406,206	-	406,206
Equity - Large Blend	-	336,682	-	336,682
Equity - Large Value	-	266,284	-	266,284
Moderate Allocation	-	241,439	-	241,439
Equity - Diversified Emerging Markets	-	235,570	-	235,570
Bond - Multi-Sector	-	143,316	-	143,316
Equity - Foreign Large Blend	-	124,425	-	124,425
Equity - Small Blend	-	114,959	-	114,959
Equity - Technology	-	109,064	-	109,064
Equity - Sm all Growth	-	93,069	-	93,069
Bond - Intermediate-Term	-	76,728	-	76,728
Equity - Mid-Cap Blend	-	74,776	-	74,776
Equity - Mid-Cap Value	-	58,712	-	58,712
Bond - Inflation-Protected	-	47,488	-	47,488
Equity - Global Real Estate	-	29,015	-	29,015
Money Market	-	9,870	-	9,870
Bond - High Yield	-	9,065	-	9,065
	$ -	$ 4,193,662	$ -	$ 4,193,662

December 31, 2012	Level 1	Level 2	Level 3	Total
Assets				
Guaranteed Investment Contract	$ -	$ 76,991	$ -	$ 76,991
Pooled Separate Accounts				
Equity - Large Growth	-	573,991	-	573,991
Lifecycle	-	434,045	-	434,045
Equity - Mid-Cap Growth	-	287,534	-	287,534
Equity - World Stock	-	264,318	-	264,318
Equity - Large Blend	-	247,151	-	247,151
Equity – Diversified Emerging Markets	-	225,472	-	225,472
Equity - Large Value	-	178,364	-	178,364
Moderate Allocation	-	174,024	-	174,024
Bond - Inflation-Protected	-	108,726	-	108,726
Equity - Foreign Large Blend	-	97,886	-	97,886
Bond - Multi-Sector	-	95,543	-	95,543
Equity - Small Growth	-	68,953	-	68,953
Bond - Intermediate-Term	-	68,244	-	68,244
Equity - Small Blend	-	61,223	-	61,223
Equity - Global Real Estate	-	34,460	-	34,460
Equity - Technology	-	33,033	-	33,033
Equity - Mid-Cap Blend	-	21,120	-	21,120
Equity - Mid-Cap Value	-	10,058	-	10,058
Money Market	-	5,815	-	5,815
	$ -	$ 3,066,951	$ -	$ 3,066,951

Fair Value of Investments in Entities that use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

	Fair Value at 12/31/13	Unfunded Commitments	Redemptions Frequency (if currently eligible)	Redemption Notice Period
Pooled Separate Accounts				
Equity - Large Growth (a)	$ 827,558	N/A	Daily	None
Lifecycle (b)	500,506	N/A	Daily	None
Equity - World Stock (a)	408,876	N/A	Daily	None
Equity - Mid-Cap Growth (a)	406,206	N/A	Daily	None
Equity - Large Blend (a)	336,682	N/A	Daily	None
Equity - Large Value (a)	266,284	N/A	Daily	None
Moderate Allocation (c)	241,439	N/A	Daily	None
Equity – Diversified Emerging Markets (a)	235,570	N/A	Daily	None
Bond - Multi-Sector (d)	143,316	N/A	Daily	None
Equity - Foreign Large Blend (a)	124,425	N/A	Daily	None
Equity - Small Blend (a)	114,959	N/A	Daily	None
Equity – Technology (a)	109,064	N/A	Daily	None
Equity - Small Growth (a)	93,069	N/A	Daily	None
Bond - Intermediate-Term (d)	76,728	N/A	Daily	None
Equity - Mid-Cap Blend (a)	74,776	N/A	Daily	None
Equity - Mid-Cap Value (a)	58,712	N/A	Daily	None
Bond - Inflation-Protected (d)	47,488	N/A	Daily	None
Equity - Global Real Estate (a)	29,015	N/A	Daily	None
Money Market (e)	9,870	N/A	Daily	None
Bond - High Yield (d)	9,065	N/A	Daily	None
	$ 4,113,608			

	Fair Value at 12/31/12	Unfunded Commitments	Redemptions Frequency (if currently eligible)	Redemption Notice Period
Pooled Separate Accounts				
Equity - Large Growth (a)	$ 573,991	N/A	Daily	None
Lifecycle (b)	434,045	N/A	Daily	None
Equity - Mid-Cap Growth (a)	287,534	N/A	Daily	None
Equity - World Stock (a)	264,318	N/A	Daily	None
Equity - Large Blend (a)	247,151	N/A	Daily	None
Equity – Diversified Emerging Markets (a)	225,472	N/A	Daily	None
Equity - Large Value (a)	178,364	N/A	Daily	None
Moderate Allocation (c)	174,024	N/A	Daily	None
Bond - Inflation-Protected (d)	108,726	N/A	Daily	None
Equity - Foreign Large Blend (a)	97,886	N/A	Daily	None
Bond - Multi-Sector (d)	95,543	N/A	Daily	None
Equity - Small Growth (a)	68,953	N/A	Daily	None
Bond - Intermediate-Term (d)	68,244	N/A	Daily	None
Equity - Small Blend (a)	61,223	N/A	Daily	None
Equity - Global Real Estate (a)	34,460	N/A	Daily	None
Equity - Technology (a)	33,033	N/A	Daily	None
Equity - Mid-Cap Blend (a)	21,120	N/A	Daily	None
Equity - Mid-Cap Value (a)	10,058	N/A	Daily	None
Money Market (e)	5,815	N/A	Daily	None
	$ 2,989,960			

(a) Equity Funds: Equity funds invest in stocks. The objective of an equity fund is growth through capital gains and dividends. Stock funds may have a specific style, for example, value or growth, and include investments in different sized companies and geographic regions.

(b) Lifecycle Funds: Lifecycle funds invest in a variety of different types of equities and fixed income securities, to achieve their stated investment objective. The objective of an asset allocation fund can vary and includes, but is not limited to, target date funds and investment styles. Target date funds automatically rebalance its investments to create a portfolio for a certain retirement date. Investment styles can vary in risk and include investments in different sized companies and geographic regions, with different weights on equity and debt.

(c) Moderate Allocation Funds: Moderate allocation funds invest in a combination of stocks and bonds seeking to balance growth of principal and current income. Some funds have fixed asset allocations and others allow managers discretion to allocate between equities and bonds, depending on their view of return and risk.

(d) Bond Funds: Bond funds invest in fixed income securities. The objective of bond funds is generally to receive interest payments or capital growth. Fixed income funds generally invest in sovereign, corporate, or municipal debt. In addition, the bond funds may invest in fixed income securities of different durations. Debt rates of return are based upon economic conditions and the credit worthiness of the debtor, amongst other factors.

(e) Money Market Funds: An investment whose objective is to earn interest for shareholders while maintaining a net asset value of $1 per share. A money market fund's portfolio is generally comprised of short-term (less than one year) securities representing high-quality, liquid debt and monetary instruments.

6. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan had entered into a non-benefit-responsive investment contract with ING Life Insurance & Annuity Company. ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issue was contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. Restrictions may apply to transfers of funds from the Fixed Account allowing it to be classified as non-benefit responsive.

7. 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 in their accounts.

8. TAX STATUS

The Plan has not been submitted to the IRS for a determination letter. The Plan is a on a volume submitter basis and is relying on a letter received from Sungard Corbel LLC received on March 31, 2008 that the Internal Revenue Service has determined and, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least 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.

10. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments are ING Life Insurance and Annuity Company pooled separate accounts and ING Life Insurance and Annuity Company is the trustee and, therefore, these transactions qualify as party-in-interest transactions. The Plan paid $900 to ING Life Insurance and Annuity Company during the year ended December 31, 2013 and other fees and expenses such as plan administration fees which may be deducted directly from investment returns in accordance with the applicable investment option selected by the participant. Other administrative expenses of the Plan are the responsibility of the Company.

The Plan's records and procedures are not adequate to assure the completeness of participants' data on which contributions and benefit payments are determined. The Company had an insufficient method for documenting participant's hire dates as well as changes in participant contributions. In addition, Plan statements do not adequately represent the proper vesting percentages and amounts for participants' employer contributions.

Participant contributions not transmitted by the Company within the time period set forth in the Department of Labor's regulation CFR 2510.3-102 are considered nonexempt prohibited transactions under ERISA. Participant contributions remitted during the year that constitute nonexempt prohibited transactions are reported by the Plan in the accompanying supplemental schedule as required.

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

The following schedule is a reconciliation of the financial statements at December 31, 2013, and 2012 to Schedule H form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 4,326,780	$ 3,240,352
Employee contribution receivable	(41,102)	(67,141)
Employer contribution receivable	(77,476)	(76,882)
GIC fair market value adjustment	793	(2,091)
Net assets available for benefits per the 5500	$ 4,208,995	$ 3,094,238

On the Form 5500, employee and employer contributions are recorded when received and the guaranteed investment contract is reported at contract value.

12. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 9, 2014, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Date	Participant Contributions Transferred Late to Plan	Total that constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Check here if Late Participant Loan Repayments are included [✓]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
1/2/2013	$ 20,687		$ 20,687		
1/7/2013	218		218		
1/15/2013	30,103		30,103		
2/1/2013	13,508		13,508		
2/4/2013	1,676		1,676		
2/15/2013	30,567		30,567		
3/1/2013	14,689		14,689		
3/4/2013	1,676		1,676		
3/15/2013	26,753		26,753		
4/1/2013	14,613		14,613		
4/2/2013	1,676		1,676		
4/15/2013	30,284		30,284		
5/1/2013	14,463		14,463		
5/2/2013	1,676		1,676		
5/15/2013	26,906		26,906		
6/1/2013	10,989		10,989		
6/4/2013	1,676		1,676		
6/17/2013	29,382		29,382		
7/1/2013	10,989		10,989		
7/2/2013	1,676		1,676		
7/15/2013	28,282		28,282		
8/1/2013	12,094		12,094		
8/2/2013	1,676		1,676		

See independent auditor's report

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Date	Participant Contributions Transferred Late to Plan	Total that constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Check here if Late Participant Loan Repayments are included [✓]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
8/15/2013	28,272		28,272		
9/1/2013	11,149		11,149		
9/3/2013	1,676		1,676		
9/15/2013	27,857		27,857		
10/1/2013	11,617		11,617		
10/2/2013	1,677		1,677		
10/15/2013	27,797		27,797		
10/16/2014	100		100		
11/1/2013	11,850		11,850		
11/4/2013	1,676		1,676		
11/15/2013	28,500		28,500		
12/1/2013	10,825		10,825		
12/3/2013	1,676		1,676		
12/16/2013	27,094		27,094		
12/27/2013	1,458		1,458		
	$ 519,483		$ 519,483		

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

	(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment	(d) Cost**	(e) Current value
		Franklin Growth Fund - R	PSA		$ 827,558
*		VY Oppenheimer Global Prtf - Initial	PSA		408,876
*		VY FMR Divrsd Mid Cap Prtf - Service	PSA		406,206
		Pioneer Fund - Class Y Shares	PSA		336,682
		AF American Balanced Fund - R-3	PSA		241,439
		Oppenheimer Developing Markets - A	PSA		235,570
		AllianzGI NFJ Dividend Value - Inst	PSA		208,861
*		Voya Solution 2025 Portfolio - Adviser	PSA		178,033
		Pioneer Strategic Income Fund - Y	PSA		143,316
*		Voya Solution 2045 Portfolio - Adviser	PSA		125,541
		AF EuroPacific Growth Fund - R-3	PSA		124,425
*		Voya Solution 2015 Portfolio - Adviser	PSA		121,551
		Ivy Science and Technology Fund - Y	PSA		109,064
		Eagle Small Cap Growth Fund - R-3	PSA		93,069
		Goldman Sachs Small Cap Value - A	PSA		88,917
*		ING Fixed Account	GIC		80,847
		Lord Abbett Core Fixed Income - R3	PSA		76,728
		Ariel Appreciation Fund - Investor	PSA		74,776
*		VY JPM Mid Cap Val Portfolio - Initial	PSA		58,712
		Pioneer Equity Income Fund - Y	PSA		57,423
*		Voya Solution 2035 Portfolio - Adviser	PSA		50,223
		PIMCO VIT Real Return Prtf - Admin	PSA		47,488
*		Voya Global Real Estate Fund - A	PSA		29,015
*		VY JPM Small Cap Core Prtf - Service	PSA		26,042
*		Voya Solution 2055 Portfolio - Adviser	PSA		23,186
*		Voya Money Market Fund - A	PSA		9,870
		Columbia High Yield Bond Fund - R	PSA		9,065
*		Voya Solution Income Prtf - Adviser	PSA		1,972
					4,194,455

See independent auditor's report

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment	(d) Cost**	(e) Current value
	Participant Loans	Loans to participants with interest rates ranging from 4.25% - 8.75% per annum		14,540
				$ 4,208,995

* Denotes a party-in-interest to the Plan
** All investments are Participant directed and therefore cost disclosure is not required.

See independent auditor's report

GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

	(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment	(d) Cost**	(e) Current value
		Franklin Growth Fund - R	PSA		$ 827,558
*		VY Oppenheimer Global Prtf - Initial	PSA		408,876
*		VY FMR Divrsd Mid Cap Prtf - Service	PSA		406,206
		Pioneer Fund - Class Y Shares	PSA		336,682
		AF American Balanced Fund - R-3	PSA		241,439
		Oppenheimer Developing Markets - A	PSA		235,570
		AllianzGI NFJ Dividend Value - Inst	PSA		208,861
*		Voya Solution 2025 Portfolio - Adviser	PSA		178,033
		Pioneer Strategic Income Fund - Y	PSA		143,316
*		Voya Solution 2045 Portfolio - Adviser	PSA		125,541
		AF EuroPacific Growth Fund - R-3	PSA		124,425
*		Voya Solution 2015 Portfolio - Adviser	PSA		121,551
		Ivy Science and Technology Fund - Y	PSA		109,064
		Eagle Small Cap Growth Fund - R-3	PSA		93,069
		Goldman Sachs Small Cap Value - A	PSA		88,917
*		ING Fixed Account	GIC		80,847
		Lord Abbett Core Fixed Income - R3	PSA		76,728
		Ariel Appreciation Fund - Investor	PSA		74,776
*		VY JPM Mid Cap Val Portfolio - Initial	PSA		58,712
		Pioneer Equity Income Fund - Y	PSA		57,423
*		Voya Solution 2035 Portfolio - Adviser	PSA		50,223
		PIMCO VIT Real Return Prtf - Admin	PSA		47,488
*		Voya Global Real Estate Fund - A	PSA		29,015
*		VY JPM Small Cap Core Prtf - Service	PSA		26,042
*		Voya Solution 2055 Portfolio - Adviser	PSA		23,186
*		Voya Money Market Fund - A	PSA		9,870
		Columbia High Yield Bond Fund - R	PSA		9,065
*		Voya Solution Income Prtf - Adviser	PSA		1,972
					4,194,455

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EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4i -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment	(d) Cost**	(e) Current value
	Participant Loans	Loans to participants with interest rates ranging from 4.25% - 8.75% per annum		14,540
				$ 4,208,995

* Denotes a party-in-interest to the Plan
** All investments are Participant directed and therefore cost disclosure is not required.

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GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Date	Participant Contributions Transferred Late to Plan	Total that constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Check here if Late Participant Loan Repayments are included [✓]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
1/2/2013	$ 20,687		$ 20,687		
1/7/2013	218		218		
1/15/2013	30,103		30,103		
2/1/2013	13,508		13,508		
2/4/2013	1,676		1,676		
2/15/2013	30,567		30,567		
3/1/2013	14,689		14,689		
3/4/2013	1,676		1,676		
3/15/2013	26,753		26,753		
4/1/2013	14,613		14,613		
4/2/2013	1,676		1,676		
4/15/2013	30,284		30,284		
5/1/2013	14,463		14,463		
5/2/2013	1,676		1,676		
5/15/2013	26,906		26,906		
6/1/2013	10,989		10,989		
6/4/2013	1,676		1,676		
6/17/2013	29,382		29,382		
7/1/2013	10,989		10,989		
7/2/2013	1,676		1,676		
7/15/2013	28,282		28,282		
8/1/2013	12,094		12,094		
8/2/2013	1,676		1,676		

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GARDINER & THEOBALD, INC. 401(K) PROFIT SHARING PLAN

EMPLOYEE IDENTIFICATION NUMBER: 58-2055197
PLAN NUMBER: 001
FORM 5500 - SCHEDULE H, LINE 4a -
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Date	Participant Contributions Transferred Late to Plan	Total that constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Check here if Late Participant Loan Repayments are included [✓]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
8/15/2013	28,272		28,272		
9/1/2013	11,149		11,149		
9/3/2013	1,676		1,676		
9/15/2013	27,857		27,857		
10/1/2013	11,617		11,617		
10/2/2013	1,677		1,677		
10/15/2013	27,797		27,797		
10/16/2014	100		100		
11/1/2013	11,850		11,850		
11/4/2013	1,676		1,676		
11/15/2013	28,500		28,500		
12/1/2013	10,825		10,825		
12/3/2013	1,676		1,676		
12/16/2013	27,094		27,094		
12/27/2013	1,458		1,458		
	$ 519,483		$ 519,483		