

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>KASTLE SYSTEMS INTERNATIONAL LLC RTMT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>		
	1c Effective date of plan <u>06/01/1977</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>KASTLE SYSTEMS INTERNATIONAL LLC</u> <u>6402 ARLINGTON BLVD</u> <u>FALLS CHURCH, VA 22042</u>	2b Employer Identification Number (EIN) <u>54-1310229</u>		
	2c Sponsor's telephone number <u>070-324-7225</u>		
	2d Business code (see instructions) <u>531390</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	CHANDRA KROHL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	CHANDRA KROHL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	556
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	383
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	244
d Subtotal. Add lines 6a , 6b , and 6c		6d	627
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	628
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	498
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	22
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 3D 2F			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> 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 KASTLE SYSTEMS INTERNATIONAL LLC RTMT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 KASTLE SYSTEMS INTERNATIONAL LLC	D Employer Identification Number (EIN) 54-1310229

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.
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1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHZ506	628	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
10623	0

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10623			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 4654065**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 4415891**c** Additions: (1) Contributions deposited during the year **7c(1)** 427641(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 137883(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 65041

▶ *

(6) Total additions **7c(6)** 630565**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 5046456**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 271663(2) Administration charge made by carrier **7e(2)** 352(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 120376

▶ *

(5) Total deductions **7e(5)** 392391**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 4654065

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 KASTLE SYSTEMS INTERNATIONAL LLC RTMT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 KASTLE SYSTEMS INTERNATIONAL LLC	D Employer Identification Number (EIN) 54-1310229

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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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?
64	SERVICE PROVIDER	9633	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SBHU LIFE AGENCY INC

700 RED BROOK BLVD
SUITE 300
OWING MILLS, MD 21117

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	24906	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
SBHU LIFE AGENCY INC	55	24906

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING FINANCIAL ADVISERS 06-1371577	OTHER COMMISSIONS

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>KASTLE SYSTEMS INTERNATIONAL LLC RTMT PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KASTLE SYSTEMS INTERNATIONAL LLC</u>		D Employer Identification Number (EIN) <u>54-1310229</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)	378288	525431
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	8738420	12526924
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	4415891	4654065
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	13532599	17706420

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13532599	17706420
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	635264	
(C) Others (including rollovers)	2a(1)(C)	1775971	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2411235

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18332	
(F) Other	2b(1)(F)	137883	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		156215

(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)	360665	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		360665

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		1905851
c Other income	2c		6790
d Total income. Add all income amounts in column (b) and enter total	2d		4840756

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	657302	
(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)		657302
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9633	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9633
j Total expenses. Add all expense amounts in column (b) and enter total	2j		666935

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4173821
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WIENER AND GARG LLC

(2) EIN: 52-1175740

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		46521
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan KASTLE SYSTEMS INTERNATIONAL LLC RTMT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 KASTLE SYSTEMS INTERNATIONAL LLC		D Employer Identification Number (EIN) 54-1310229
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 71-0294708		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2013 v. 130118		

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): _____

**KASTLE SYSTEMS INTERNATIONAL LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
(Modified Cash Basis)**

For The Years Ended December 31, 2013 and 2012

**KASTLE SYSTEMS INTERNATIONAL LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
(Modified Cash Basis)**

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WIENER AND GARG LLC

CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditors' Report

To the Trustees of
Kastle Systems International LLC Retirement Plan
Falls Church, VA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Kastle Systems International LLC Retirement Plan**, which comprise the statements of net assets available for plan benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 5, which was certified by ING National Trust (ING), the trustee of the Plan, except for comparing the 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 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.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
(Modified Cash Basis)

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments (at fair value)		
Registered investment companies	\$ 12,526,924	\$ 8,738,420
Guaranteed interest accounts	4,654,065	4,415,891
	<u>17,180,989</u>	<u>13,154,311</u>
Receivables		
Participant contributions	40,631	-
Notes receivable from participants	525,431	378,288
	<u>566,062</u>	<u>378,288</u>
TOTAL ASSETS	17,747,051	13,532,599
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	17,747,051	13,532,599
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 17,747,051</u></u>	<u><u>\$ 13,532,599</u></u>

See accompanying notes and Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
(Modified Cash Basis)**

For The Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Investment income:	
Net appreciation in fair value of investments	\$ 1,905,851
Interest	137,883
Dividends	<u>360,666</u>
Total investment income	2,404,400
Interest income on notes receivable from participants	<u>18,332</u>
	2,422,732
Contributions:	
Participants	675,895
Participant rollovers	1,775,968
Other income	<u>6,679</u>
Total additions	<u>4,881,274</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:

Benefits paid directly to participants	657,191
Administrative expenses	<u>9,631</u>
Total deductions	<u>666,822</u>

NET INCREASE 4,214,452

NET ASSETS AVAILABLE FOR PLAN BENEFITS:

BEGINNING OF THE YEAR	<u>13,532,599</u>
END OF THE YEAR	<u><u>\$ 17,747,051</u></u>

See accompanying notes and Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Kastle Systems International LLC Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

GENERAL

The Plan was established June 1, 1977, as the Kastle Systems, LLC Retirement Plan to provide retirement benefits for eligible employees of Kastle Systems LLC, the participating employer. The Plan was amended and restated as the Kastle Systems International LLC Retirement Plan on August 1, 2001. The restated Plan continues to be for the benefit of employees of Kastle Systems LLC, and includes employees of Kastle Systems International LLC, Kastle Philadelphia Joint Venture, Kastle New York LLC, Kastle Chicago LLC, Kastle Systems of Texas LLC, and Kastle Systems of Los Angeles PSP, (the Company).

The Plan is a defined contribution plan covering all employees who are eligible to participate, after meeting certain age and service requirements, except members of a collective bargaining unit where retirement benefits have been the subject of good faith bargaining. After meeting the eligibility requirements, employees can enter the Plan on the first day of each quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Participants may contribute a percentage of their pretax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans.

The Company may make a matching contribution and/or a profit sharing contribution to the Plan in addition to any salary reduction contributions. No matching or profit sharing contributions were made to the Plan for the plan year ended December 31, 2013.

VESTING

Participants are immediately vested in their contributions and rollover accounts plus actual earnings thereon. Vesting in employer contributions to a Participant's account is based on years of continuous service, at 20% per year, beginning in the second year. Participants are 100% vested after six years of credited service.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 1 – DESCRIPTION OF PLAN (Continued)

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution (if any), (b) Plan earnings, (c) certain forfeitures of terminated participants' non-vested accounts, and charged with an allocation of administrative expenses. Allocations to each participant for the Company's discretionary contribution and related forfeitures are based on the ratio of their compensation for the Plan year to the aggregate compensation of all such participants in that year. Investment income and/or losses are allocated based on participants' individual account balances.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts up to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) participant's loan account. Loan term periods range up to five years and must be adequately secured. However, if the loan is for the purchase of the participant's residence, the loan repayment term may exceed five years. Each loan is secured by the balance in the participant's account and bears interest at a rate ranging from 4.25% to 6.25% per annum, which was determined by the Plan Administrator to be comparable to rates found at local lending institutions on the date the loan originated. Principal and interest are repaid in equal payments deducted from the employee's compensation payments

PAYMENT OF BENEFITS

Upon separation of service due to death, disability, or termination of employment, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in annual installments. If the account balance is less than \$1,000, the distribution shall be paid in the form of a lump-sum payment. Benefits are recorded when paid. No liability has been recorded for the payment of vested benefits due to separated participants as of the year-end.

FORFEITED ACCOUNTS

As of December 31, 2013 and 2012, forfeited non-vested accounts totaled \$36,320 and \$30,196, respectively. Forfeitures of matching contributions will be used to reduce future employer matching contributions. Forfeitures of profit sharing contributions will be re-allocated among participants in the plan year following the forfeiture. During 2013, forfeited profit sharing contributions totaling \$24,585 were re-allocated among eligible participants.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 1 – DESCRIPTION OF PLAN (Concluded)

ADMINISTRATIVE EXPENSES

The Company absorbs all costs of Plan administration related to legal, accounting, record keeping and general administration. The Plan pays all brokerage commissions and account maintenance fees.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued.

METHOD OF ACCOUNTING

The financial statements of the Plan are prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting that differs from generally accepted accounting principles in that revenue, other than contributions, is recorded when received by the Plan, rather than when earned, and distributions and other expenses are recorded when paid, rather than when due.

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 plan 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 statements of net assets available for plan 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 the contract value basis. The Plan's record keeper and custodian, ING Life Insurance and Annuity Company, (ING LIAC), maintains the accounting and ERISA compliance records of the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments held by the Plan are stated 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 4 for a discussion of fair value measurements. All Plan assets are held by the Plan trustee, ING National Trust, who maintains custody of the investments and executes all investment transactions.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Concluded)

USE OF ESTIMATES

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

RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, including interest rate, market, and credit risks. Due to the level of the risks associated with certain investment securities, it is 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. There are no reserves against contract value for credit risk of the insurance company guaranteed interest accounts or otherwise.

NOTE 3 – INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has entered into a benefit-responsive guaranteed investment contract with ING LIAC. ING LIAC maintains the related contributions in the insurance company general account. The contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract is presented on the face of the statements of net assets available for plan benefits at fair value, with an adjustment to contract value in arriving at net assets available for plan benefits. Participants may ordinarily direct the withdrawal or transfer of all or a portion of the investment at contract value. Restrictions may apply to transfers from the investment. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

NOTE 4 – 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 reflect future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS For The Years Ended December 2013 and 2012

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

Fair Value Measurements At Reporting Date Using:

		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>		
<u>December 31, 2013</u>			
Investments in registered investment companies	\$ 12,526,924	\$ 12,526,924	\$ --
Investment in guaranteed interest accounts	4,654,065	--	4,654,065
Participants loans	<u>525,431</u>	<u>--</u>	<u>525,431</u>
Total	<u>\$ 17,706,420</u>	<u>\$ 12,526,924</u>	<u>\$ 5,179,496</u>
<u>December 31, 2012</u>			
Investments in registered investment companies	\$ 8,738,420	\$ 8,738,420	\$ --
Investment in guaranteed interest accounts	4,415,891	--	4,415,891
Participants loans	<u>378,288</u>	<u>--</u>	<u>378,288</u>
Total	<u>\$ 13,532,599</u>	<u>\$ 8,738,420</u>	<u>\$ 4,794,179</u>

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 observable inputs other than quoted market prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on available inputs to measure the fair value of its investments. No Level 1 inputs were available as all investments are held in mutual funds managed by registered investment companies.

Level 2 Fair Value Measurements

Plan investments held in the mutual funds of registered investment companies are valued at the quoted net asset value reported by the underlying mutual fund, which represents the fair value of the underlying investments held in each fund, less an appropriate discount for fees.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

Level 3 Fair Value Measurements

The guaranteed investment contract with an insurance company and participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

	<u>Contract</u>	<u>Loans</u>	<u>Total</u>
December 31, 2013			
Beginning balance	\$ 4,415,891	\$ 378,288	\$ 4,794,179
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	--	--	--
Purchases, sales, issuances, and settlements (net)	<u>238,174</u>	<u>147,143</u>	<u>385,317</u>
Ending balance	<u>\$ 4,654,065</u>	<u>\$ 525,431</u>	<u>\$ 5,179,496</u>
December 31, 2012			
Beginning balance	\$ 4,271,697	\$ 416,874	\$ 4,688,571
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	--	--	--
Purchases, sales, issuances, and settlements (net)	<u>144,194</u>	<u>(38,586)</u>	<u>105,608</u>
Ending balance	<u>\$ 4,415,891</u>	<u>\$ 378,288</u>	<u>\$ 4,794,179</u>

NOTE 5 – CERTIFIED INFORMATION

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust (ING), a subsidiary of ING Group and the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2013 and 2012, the schedule of assets held at end of year December 31, 2013, and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2013.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 5 – CERTIFIED INFORMATION (Concluded)

The following represents investments at December 31, 2013 and 2012, as certified by ING, representing 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
Investments with ING Life Insurance and Annuity Company:		
ING Fixed Account	\$ 4,654,065	\$ 4,415,891
ING T Rowe Price Growth Equity Portfolio SRV	1,206,643	802,326
Eaton Vance Large Cap Value Fund	888,539	*
T Rowe Price Mid-Cap Growth Fund	1,062,550	773,569
American Funds Growth Fund	1,091,199	705,031

* - Does not represent 5% or more of net Plan assets in the year indicated

NOTE 6 – INCOME TAX STATUS

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 (IRC). The Plan has been amended since receiving the letter. The Plan Administrator believes the Plan is currently designed and 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 of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Internal Revenue Service or Department of Labor. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 7 – TERMINATION

Although it has not expressed any intent in doing so, the employer reserves the right to terminate the Plan and discontinue contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500

A reconciliation of net assets available for plan benefits as of December 31, 2013 and 2012, according to the financial statements and Form 5500 follows:

	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits, financial statements	\$ 17,747,051	\$ 13,532,599
Less:		
Current year participant contributions receivable	(40,631)	--
Add:		
Prior year participant contributions receivable	--	--
Adjustment from fair value to contract value	<u>--</u>	<u>--</u>
Net assets available for plan benefits, Form 5500	<u>\$ 17,706,420</u>	<u>\$ 13,532,599</u>

A reconciliation of changes in net assets for the plan year ended December 31, 2013, per the financial statements to the Form 5500 follows:

Increase in net assets, financial statements	\$ 4,214,452
Add:	
Prior year participant contributions receivable	--
Less:	
Current year participant contributions receivable	(40,631)
Net change in adjustment from fair value to contract value	<u>--</u>
Net income – Form 5500	<u>\$ 4,173,821</u>

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 9 – FORFEITURES

The non-vested portion of a terminated participant's account balance is forfeited, and is retained by the Plan in a non-interest bearing cash account. Forfeitures of matching contributions will be used to reduce future matching contributions. Forfeitures of profit sharing contributions will be re-allocated, in the plan year following the forfeiture, to participants eligible to share in the allocations in the same proportion that each participant's compensation bears to the compensation for all eligible participants. At December 31, 2013 and 2012, the fund balance included \$36,320 and \$30,196, respectively, in an interest-bearing cash account of forfeitures yet to be allocated to eligible participants. Forfeited, non-vested profit sharing contributions totaling \$24,585 from 2012 and 2013 forfeitures were re-allocated to eligible participants during the plan year ended December 31, 2013.

NOTE 10 – PARTY-IN-INTEREST

Certain Plan investments are held in shares of mutual funds managed by ING Investment Management, a subsidiary of ING Group. Also, ING LIAC (see Note 3) is a subsidiary of ING Group. ING is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. They are not, however, prohibited transactions.

NOTE 11 – NONEXEMPT PROHIBITED TRANSACTIONS

As reported on the attached supplemental schedule, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, the Company was delinquent in remitting to the Plan \$46,521 of participant contributions and loan repayments withheld from participants' wages during the 2013 plan year. These funds, when received by the Plan in 2013 and 2014, were not received in a timely manner, as determined under IRS regulations, and constitute a Nonexempt Prohibited Transaction for which the Company may be liable for lost earnings and excise taxes, as the Plan is prohibited under IRS regulations from absorbing these costs.

NOTE 12 – CORPORATE ACQUISITION

Effective November 21, 2013, the Plan sponsor acquired two divisions of Devcon Security Holdings, Inc., a Florida corporation. Employees of these two divisions were hired by the Plan sponsor effective November 21, 2013. These employees had to re-enroll in the Kastle Systems International LLC Retirement Plan.

SUPPLEMENTAL INFORMATION

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

EIN: 54-1310229
PLAN NUMBER: 001

SCHEDULE H, LINE 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2013

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	
\$14,978	\$0	\$31,543	\$0	\$0

See Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

EIN: 54-1310229

PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investments Number of Units	(d)	(e) Current Value
			Cost	
Investments as certified by ING Life Insurance and Annuity Company				
Investments with ING in Registered Investment Companies:				
	Allianz NFJ Dividend Value Fund (A)	35,109.732	^	558,245
	American Funds EuroPacific (R3)	15,356.898	^	739,128
	American Funds Growth Fund (R3)	25,741.897	^	1,091,199
	American Funds Income Fund (R3)	41,688.802	^	857,956
	American Funds New Perspective Fund (R3)	4,514.436	^	166,583
	Ariel Fund	9,510.458	^	700,731
	Eaton Vance Large Cap Value Fund (R)	37,224.081	^	888,539
*	ING Baron Growth Portfolio Srv	11,301.261	^	345,819
*	ING Core Equity Research Fund (A)	1,739.893	^	30,100
*	ING Corporate Leaders 100 Fund (A)	32,364.352	^	512,975
*	ING GNMA Income Fund (A)	36,520.165	^	312,613
*	ING Intermediate Bond Fund (A)	34,474.386	^	336,470
*	ING MFS Utilities Portfolio Srv	1,745.637	^	30,845
*	ING MidCap Opportunities Fund (A)	3,049.075	^	73,025
*	ING Money Market Fund (A)	121,712.340	^	121,712
*	ING Real Estate Fund (A)	4,834.823	^	78,034
*	ING SMID Cap Equity Fund (A)	5,635.825	^	107,419
*	ING Solution 2015 Portfolio Srv	64,168.569	^	768,739
*	ING Solution 2025 Portfolio Srv	45,751.501	^	604,835
*	ING Solution 2035 Portfolio Srv	52,097.246	^	736,134
*	ING Solution 2045 Portfolio Srv	18,929.037	^	278,257
*	ING Solution 2055 Portfolio Srv	3,191.777	^	46,440
*	ING Solution Income Portfolio Srv	413.773	^	4,721
*	ING T. Rowe Price Growth Equity Portfolio Srv	13,766.604	^	1,206,643
	Lord Abbett Bond-Debenture Fund (A)	42,898.874	^	349,626
	Lord Abbett Mid-Cap Value Fund (A)	8,765.463	^	204,148
	Pioneer Fund (R)	1,836.780	^	72,130
	T. Rowe Price Mid-Cap Growth Fund (R)	15,255.568	^	1,062,550
	Wells Fargo Advantage Special Small Cap Value Fund (A)	7,689.879	^	241,308
Investments with ING in Guaranteed Interest Account:				
*	ING Fixed Account	Guaranteed Interest	^	4,654,065
*	Participant loans	4.25% to 6.25%	\$ -	525,431
Total investments at fair value				<u>\$ 17,706,420</u>
* Represents a Party-In-Interest to the Plan				
^ Cost omitted for Participant-Directed Accounts				

See Independent Auditors' report.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)

Kastle Systems International LLC Retirement Plan
EIN#54-1310229
Plan#001
As Of December 31, 2013

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AllianzGI NFJ Divdnd VI Fd A	Registered Investment Company		\$558,245
American Funds EuroPacific R3	Registered Investment Company		\$739,128
American Funds Growth Fnd R3	Registered Investment Company		\$1,091,199
American Funds Income Fnd R3	Registered Investment Company		\$857,956
American Funds Nw Prspctv R3	Registered Investment Company		\$166,583
Ariel Fund	Registered Investment Company		\$700,731
Eaton Vance Lrg-Cap VI Fnd R	Registered Investment Company		\$888,539
* ING Baron Growth Port Srv	Registered Investment Company		\$345,819
* ING Core Equity Research Fnd A	Registered Investment Company		\$30,100
* ING Corporate Leaders 100 Fd A	Registered Investment Company		\$512,975
* ING Fixed Account	Insurance Company General Account		\$4,654,065
* ING GNMA Income Fund A	Registered Investment Company		\$312,613
* ING Intermediate Bond Fund A	Registered Investment Company		\$336,470
* ING MFS Utilities Port Srv	Registered Investment Company		\$30,845
* ING MidCap Opportunities Fnd A	Registered Investment Company		\$73,025
* ING Money Market Fund A	Registered Investment Company		\$121,712
* ING Real Estate Fund A	Registered Investment Company		\$78,034
* ING SMID Cap Equity Fund A	Registered Investment Company		\$107,419
* ING Solution 2015 Port Srv	Registered Investment Company		\$768,740
* ING Solution 2025 Port Srv	Registered Investment Company		\$604,835
* ING Solution 2035 Port Srv	Registered Investment Company		\$736,134
* ING Solution 2045 Port Srv	Registered Investment Company		\$278,257
* ING Solution 2055 Port Srv	Registered Investment Company		\$46,440
* ING Solution Inc Port Srv	Registered Investment Company		\$4,721
* ING TRowePrc Grw Eqty Pt Srv	Registered Investment Company		\$1,206,643
Lord Abbett Bd Debenture Fd A	Registered Investment Company		\$349,626
Lord Abbett MdCp Stock Fnd A	Registered Investment Company		\$204,148
Pioneer Fund R	Registered Investment Company		\$72,130
TRwPr Mid-Cap Growth Fund R	Registered Investment Company		\$1,062,550
WIIFrgAdv Spec SmCp VI Fd A	Registered Investment Company		\$241,308
	Participant Loans - Rates 4.25% to 4.25%		\$525,431
TOTAL			\$17,706,420

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

**KASTLE SYSTEMS INTERNATIONAL LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
(Modified Cash Basis)**

For The Years Ended December 31, 2013 and 2012

**KASTLE SYSTEMS INTERNATIONAL LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
(Modified Cash Basis)**

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Independent Auditors' Report

To the Trustees of
Kastle Systems International LLC Retirement Plan
Falls Church, VA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Kastle Systems International LLC Retirement Plan**, which comprise the statements of net assets available for plan benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits (modified cash basis) for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 5, which was certified by ING National Trust (ING), the trustee of the Plan, except for comparing the 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 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.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
(Modified Cash Basis)

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments (at fair value)		
Registered investment companies	\$ 12,526,924	\$ 8,738,420
Guaranteed interest accounts	4,654,065	4,415,891
	<u>17,180,989</u>	<u>13,154,311</u>
Receivables		
Participant contributions	40,631	-
Notes receivable from participants	525,431	378,288
	<u>566,062</u>	<u>378,288</u>
TOTAL ASSETS	17,747,051	13,532,599
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	17,747,051	13,532,599
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 17,747,051</u></u>	<u><u>\$ 13,532,599</u></u>

See accompanying notes and Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
(Modified Cash Basis)**

For The Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Investment income:	
Net appreciation in fair value of investments	\$ 1,905,851
Interest	137,883
Dividends	<u>360,666</u>
Total investment income	2,404,400
Interest income on notes receivable from participants	<u>18,332</u>
	2,422,732
Contributions:	
Participants	675,895
Participant rollovers	1,775,968
Other income	<u>6,679</u>
Total additions	<u>4,881,274</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:

Benefits paid directly to participants	657,191
Administrative expenses	<u>9,631</u>
Total deductions	<u>666,822</u>

NET INCREASE 4,214,452

NET ASSETS AVAILABLE FOR PLAN BENEFITS:

BEGINNING OF THE YEAR	<u>13,532,599</u>
END OF THE YEAR	<u><u>\$ 17,747,051</u></u>

See accompanying notes and Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Kastle Systems International LLC Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

GENERAL

The Plan was established June 1, 1977, as the Kastle Systems, LLC Retirement Plan to provide retirement benefits for eligible employees of Kastle Systems LLC, the participating employer. The Plan was amended and restated as the Kastle Systems International LLC Retirement Plan on August 1, 2001. The restated Plan continues to be for the benefit of employees of Kastle Systems LLC, and includes employees of Kastle Systems International LLC, Kastle Philadelphia Joint Venture, Kastle New York LLC, Kastle Chicago LLC, Kastle Systems of Texas LLC, and Kastle Systems of Los Angeles PSP, (the Company).

The Plan is a defined contribution plan covering all employees who are eligible to participate, after meeting certain age and service requirements, except members of a collective bargaining unit where retirement benefits have been the subject of good faith bargaining. After meeting the eligibility requirements, employees can enter the Plan on the first day of each quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Participants may contribute a percentage of their pretax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans.

The Company may make a matching contribution and/or a profit sharing contribution to the Plan in addition to any salary reduction contributions. No matching or profit sharing contributions were made to the Plan for the plan year ended December 31, 2013.

VESTING

Participants are immediately vested in their contributions and rollover accounts plus actual earnings thereon. Vesting in employer contributions to a Participant's account is based on years of continuous service, at 20% per year, beginning in the second year. Participants are 100% vested after six years of credited service.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 1 – DESCRIPTION OF PLAN (Continued)

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution (if any), (b) Plan earnings, (c) certain forfeitures of terminated participants' non-vested accounts, and charged with an allocation of administrative expenses. Allocations to each participant for the Company's discretionary contribution and related forfeitures are based on the ratio of their compensation for the Plan year to the aggregate compensation of all such participants in that year. Investment income and/or losses are allocated based on participants' individual account balances.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts up to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) participant's loan account. Loan term periods range up to five years and must be adequately secured. However, if the loan is for the purchase of the participant's residence, the loan repayment term may exceed five years. Each loan is secured by the balance in the participant's account and bears interest at a rate ranging from 4.25% to 6.25% per annum, which was determined by the Plan Administrator to be comparable to rates found at local lending institutions on the date the loan originated. Principal and interest are repaid in equal payments deducted from the employee's compensation payments

PAYMENT OF BENEFITS

Upon separation of service due to death, disability, or termination of employment, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in annual installments. If the account balance is less than \$1,000, the distribution shall be paid in the form of a lump-sum payment. Benefits are recorded when paid. No liability has been recorded for the payment of vested benefits due to separated participants as of the year-end.

FORFEITED ACCOUNTS

As of December 31, 2013 and 2012, forfeited non-vested accounts totaled \$36,320 and \$30,196, respectively. Forfeitures of matching contributions will be used to reduce future employer matching contributions. Forfeitures of profit sharing contributions will be re-allocated among participants in the plan year following the forfeiture. During 2013, forfeited profit sharing contributions totaling \$24,585 were re-allocated among eligible participants.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS ***For The Years Ended December 2013 and 2012***

NOTE 1 – DESCRIPTION OF PLAN (Concluded)

ADMINISTRATIVE EXPENSES

The Company absorbs all costs of Plan administration related to legal, accounting, record keeping and general administration. The Plan pays all brokerage commissions and account maintenance fees.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued.

METHOD OF ACCOUNTING

The financial statements of the Plan are prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting that differs from generally accepted accounting principles in that revenue, other than contributions, is recorded when received by the Plan, rather than when earned, and distributions and other expenses are recorded when paid, rather than when due.

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 plan 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 statements of net assets available for plan 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 the contract value basis. The Plan's record keeper and custodian, ING Life Insurance and Annuity Company, (ING LIAC), maintains the accounting and ERISA compliance records of the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments held by the Plan are stated 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 4 for a discussion of fair value measurements. All Plan assets are held by the Plan trustee, ING National Trust, who maintains custody of the investments and executes all investment transactions.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Concluded)

USE OF ESTIMATES

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

RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, including interest rate, market, and credit risks. Due to the level of the risks associated with certain investment securities, it is 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. There are no reserves against contract value for credit risk of the insurance company guaranteed interest accounts or otherwise.

NOTE 3 – INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has entered into a benefit-responsive guaranteed investment contract with ING LIAC. ING LIAC maintains the related contributions in the insurance company general account. The contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract is presented on the face of the statements of net assets available for plan benefits at fair value, with an adjustment to contract value in arriving at net assets available for plan benefits. Participants may ordinarily direct the withdrawal or transfer of all or a portion of the investment at contract value. Restrictions may apply to transfers from the investment. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

NOTE 4 – 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 reflect future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS For The Years Ended December 2013 and 2012

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

Fair Value Measurements At Reporting Date Using:

		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>		
<u>December 31, 2013</u>			
Investments in registered investment companies	\$ 12,526,924	\$ 12,526,924	\$ --
Investment in guaranteed interest accounts	4,654,065	--	4,654,065
Participants loans	<u>525,431</u>	<u>--</u>	<u>525,431</u>
Total	<u>\$ 17,706,420</u>	<u>\$ 12,526,924</u>	<u>\$ 5,179,496</u>
<u>December 31, 2012</u>			
Investments in registered investment companies	\$ 8,738,420	\$ 8,738,420	\$ --
Investment in guaranteed interest accounts	4,415,891	--	4,415,891
Participants loans	<u>378,288</u>	<u>--</u>	<u>378,288</u>
Total	<u>\$ 13,532,599</u>	<u>\$ 8,738,420</u>	<u>\$ 4,794,179</u>

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 observable inputs other than quoted market prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on available inputs to measure the fair value of its investments. No Level 1 inputs were available as all investments are held in mutual funds managed by registered investment companies.

Level 2 Fair Value Measurements

Plan investments held in the mutual funds of registered investment companies are valued at the quoted net asset value reported by the underlying mutual fund, which represents the fair value of the underlying investments held in each fund, less an appropriate discount for fees.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

Level 3 Fair Value Measurements

The guaranteed investment contract with an insurance company and participant loans are not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. The fair value of participant loans approximates the amortized cost of the loans because the loans are secured by each respective participant's account balance.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3):

	<u>Contract</u>	<u>Loans</u>	<u>Total</u>
December 31, 2013			
Beginning balance	\$ 4,415,891	\$ 378,288	\$ 4,794,179
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	--	--	--
Purchases, sales, issuances, and settlements (net)	<u>238,174</u>	<u>147,143</u>	<u>385,317</u>
Ending balance	<u>\$ 4,654,065</u>	<u>\$ 525,431</u>	<u>\$ 5,179,496</u>
December 31, 2012			
Beginning balance	\$ 4,271,697	\$ 416,874	\$ 4,688,571
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	--	--	--
Purchases, sales, issuances, and settlements (net)	<u>144,194</u>	<u>(38,586)</u>	<u>105,608</u>
Ending balance	<u>\$ 4,415,891</u>	<u>\$ 378,288</u>	<u>\$ 4,794,179</u>

NOTE 5 – CERTIFIED INFORMATION

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust (ING), a subsidiary of ING Group and the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2013 and 2012, the schedule of assets held at end of year December 31, 2013, and the related investment activity reflected in the statement of changes in net assets available for plan benefits for the year ended December 31, 2013.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 5 – CERTIFIED INFORMATION (Concluded)

The following represents investments at December 31, 2013 and 2012, as certified by ING, representing 5% or more of the Plan's net assets:

	<u>2013</u>	<u>2012</u>
Investments with ING Life Insurance and Annuity Company:		
ING Fixed Account	\$ 4,654,065	\$ 4,415,891
ING T Rowe Price Growth Equity Portfolio SRV	1,206,643	802,326
Eaton Vance Large Cap Value Fund	888,539	*
T Rowe Price Mid-Cap Growth Fund	1,062,550	773,569
American Funds Growth Fund	1,091,199	705,031

* - Does not represent 5% or more of net Plan assets in the year indicated

NOTE 6 – INCOME TAX STATUS

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 (IRC). The Plan has been amended since receiving the letter. The Plan Administrator believes the Plan is currently designed and 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 of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Internal Revenue Service or Department of Labor. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 7 – TERMINATION

Although it has not expressed any intent in doing so, the employer reserves the right to terminate the Plan and discontinue contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500

A reconciliation of net assets available for plan benefits as of December 31, 2013 and 2012, according to the financial statements and Form 5500 follows:

	<u>2013</u>	<u>2012</u>
Net assets available for plan benefits, financial statements	\$ 17,747,051	\$ 13,532,599
Less:		
Current year participant contributions receivable	(40,631)	--
Add:		
Prior year participant contributions receivable	--	--
Adjustment from fair value to contract value	<u>--</u>	<u>--</u>
Net assets available for plan benefits, Form 5500	<u>\$ 17,706,420</u>	<u>\$ 13,532,599</u>

A reconciliation of changes in net assets for the plan year ended December 31, 2013, per the financial statements to the Form 5500 follows:

Increase in net assets, financial statements	\$ 4,214,452
Add:	
Prior year participant contributions receivable	--
Less:	
Current year participant contributions receivable	(40,631)
Net change in adjustment from fair value to contract value	<u>--</u>
Net income – Form 5500	<u>\$ 4,173,821</u>

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS *For The Years Ended December 2013 and 2012*

NOTE 9 – FORFEITURES

The non-vested portion of a terminated participant's account balance is forfeited, and is retained by the Plan in a non-interest bearing cash account. Forfeitures of matching contributions will be used to reduce future matching contributions. Forfeitures of profit sharing contributions will be re-allocated, in the plan year following the forfeiture, to participants eligible to share in the allocations in the same proportion that each participant's compensation bears to the compensation for all eligible participants. At December 31, 2013 and 2012, the fund balance included \$36,320 and \$30,196, respectively, in an interest-bearing cash account of forfeitures yet to be allocated to eligible participants. Forfeited, non-vested profit sharing contributions totaling \$24,585 from 2012 and 2013 forfeitures were re-allocated to eligible participants during the plan year ended December 31, 2013.

NOTE 10 – PARTY-IN-INTEREST

Certain Plan investments are held in shares of mutual funds managed by ING Investment Management, a subsidiary of ING Group. Also, ING LIAC (see Note 3) is a subsidiary of ING Group. ING is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. They are not, however, prohibited transactions.

NOTE 11 – NONEXEMPT PROHIBITED TRANSACTIONS

As reported on the attached supplemental schedule, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, the Company was delinquent in remitting to the Plan \$46,521 of participant contributions and loan repayments withheld from participants' wages during the 2013 plan year. These funds, when received by the Plan in 2013 and 2014, were not received in a timely manner, as determined under IRS regulations, and constitute a Nonexempt Prohibited Transaction for which the Company may be liable for lost earnings and excise taxes, as the Plan is prohibited under IRS regulations from absorbing these costs.

NOTE 12 – CORPORATE ACQUISITION

Effective November 21, 2013, the Plan sponsor acquired two divisions of Devcon Security Holdings, Inc., a Florida corporation. Employees of these two divisions were hired by the Plan sponsor effective November 21, 2013. These employees had to re-enroll in the Kastle Systems International LLC Retirement Plan.

**SUPPLEMENTAL
INFORMATION**

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

EIN: 54-1310229
PLAN NUMBER: 001

SCHEDULE H, LINE 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2013

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	
\$14,978	\$0	\$31,543	\$0	\$0

See Independent Auditors' report.

KASTLE SYSTEMS INTERNATIONAL LLC RETIREMENT PLAN

EIN: 54-1310229

PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investments Number of Units	(d)	(e) Current Value
			Cost	
Investments as certified by ING Life Insurance and Annuity Company				
Investments with ING in Registered Investment Companies:				
	Allianz NFJ Dividend Value Fund (A)	35,109.732	^	558,245
	American Funds EuroPacific (R3)	15,356.898	^	739,128
	American Funds Growth Fund (R3)	25,741.897	^	1,091,199
	American Funds Income Fund (R3)	41,688.802	^	857,956
	American Funds New Perspective Fund (R3)	4,514.436	^	166,583
	Ariel Fund	9,510.458	^	700,731
	Eaton Vance Large Cap Value Fund (R)	37,224.081	^	888,539
*	ING Baron Growth Portfolio Srv	11,301.261	^	345,819
*	ING Core Equity Research Fund (A)	1,739.893	^	30,100
*	ING Corporate Leaders 100 Fund (A)	32,364.352	^	512,975
*	ING GNMA Income Fund (A)	36,520.165	^	312,613
*	ING Intermediate Bond Fund (A)	34,474.386	^	336,470
*	ING MFS Utilities Portfolio Srv	1,745.637	^	30,845
*	ING MidCap Opportunities Fund (A)	3,049.075	^	73,025
*	ING Money Market Fund (A)	121,712.340	^	121,712
*	ING Real Estate Fund (A)	4,834.823	^	78,034
*	ING SMID Cap Equity Fund (A)	5,635.825	^	107,419
*	ING Solution 2015 Portfolio Srv	64,168.569	^	768,739
*	ING Solution 2025 Portfolio Srv	45,751.501	^	604,835
*	ING Solution 2035 Portfolio Srv	52,097.246	^	736,134
*	ING Solution 2045 Portfolio Srv	18,929.037	^	278,257
*	ING Solution 2055 Portfolio Srv	3,191.777	^	46,440
*	ING Solution Income Portfolio Srv	413.773	^	4,721
*	ING T. Rowe Price Growth Equity Portfolio Srv	13,766.604	^	1,206,643
	Lord Abbett Bond-Debenture Fund (A)	42,898.874	^	349,626
	Lord Abbett Mid-Cap Value Fund (A)	8,765.463	^	204,148
	Pioneer Fund (R)	1,836.780	^	72,130
	T. Rowe Price Mid-Cap Growth Fund (R)	15,255.568	^	1,062,550
	Wells Fargo Advantage Special Small Cap Value Fund (A)	7,689.879	^	241,308
Investments with ING in Guaranteed Interest Account:				
*	ING Fixed Account	Guaranteed Interest	^	4,654,065
*	Participant loans	4.25% to 6.25%	\$ -	525,431
Total investments at fair value				<u>\$ 17,706,420</u>
* Represents a Party-In-Interest to the Plan				
^ Cost omitted for Participant-Directed Accounts				

See Independent Auditors' report.