

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 2013 This Form is Open to Public Inspection
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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>FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1996</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FIRST COMMUNITIES MANAGEMENT, INC.</u> <u>1200 LAKE HEARN DR, STE 200</u> <u>ATLANTA, GA 30319</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-1851565</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>404-252-8900</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>531110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-1851565</u>	2c Sponsor's telephone number <u>404-252-8900</u>	2d Business code (see instructions) <u>531110</u>	
2b Employer Identification Number (EIN) <u>58-1851565</u>					
2c Sponsor's telephone number <u>404-252-8900</u>					
2d Business code (see instructions) <u>531110</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	KEVIN CARR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	KEVIN CARR
	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	690
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	483
b Retired or separated participants receiving benefits		6b	3
c Other retired or separated participants entitled to future benefits		6c	56
d Subtotal. Add lines 6a , 6b , and 6c		6d	542
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	542
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	258
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D			
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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 <u>FIRST COMMUNITIES MANAGEMENT, INC. 401(K) 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>FIRST COMMUNITIES MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>58-1851565</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
NATIONWIDE ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18 19 49 59 60 63 64 99	NONE	14263	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PENSION FINANCIAL SVCS., INC.

3700 CRESTWOOD PKWY, STE 550
DULUTH, GA 30096

(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?
13 17	NONE	5590	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

ADP RETIREMENT SERVICES, INC.

71 HANOVER ROAD MS 580
FLORHAM PARK, NJ 07932-1597

(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?
14 17	NONE	3160	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.		OMB No. 1210-0110 2013 This Form is Open to Public Inspection.	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN				B Three-digit plan number (PN) ► 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FIRST COMMUNITIES MANAGEMENT, INC.				D Employer Identification Number (EIN) 58-1851565	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: MRLY STBL VAL 1					
b Name of sponsor of entity listed in (a): UNION BOND AND TRUST					
c EIN-PN 93-6274329-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 540120	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2013 v. 130118

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

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

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

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

SCHEDULE H (Form 5500) <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>FIRST COMMUNITIES MANAGEMENT, INC. 401(K) 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>FIRST COMMUNITIES MANAGEMENT, INC.</u>		D Employer Identification Number (EIN) <u>58-1851565</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		4676
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)	240343	222066
(9) Value of interest in common/collective trusts	1c(9)	519940	540120
(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)	3491815	4552084
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		0

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	4252098	5318946

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4252098	5318946
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	302310	
(B) Participants	2a(1)(B)	485666	
(C) Others (including rollovers)	2a(1)(C)	55482	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		843458
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)	8385	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8385
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		5069
(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)		778189
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1635101

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	532006	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		532006
f Corrective distributions (see instructions).....	2f		684
g Certain deemed distributions of participant loans (see instructions).....	2g		12550
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	5349	
(2) Contract administrator fees.....	2i(2)	14262	
(3) Investment advisory and management fees.....	2i(3)	3402	
(4) Other.....	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		23013
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		568253

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1066848
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: HABIF, AROGETI & WYNNE, LLP

(2) EIN: 57-1157523

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	
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		682000
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 This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110 2013 This Form is Open to Public Inspection.</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST COMMUNITIES MANAGEMENT, INC.		D Employer Identification Number (EIN) 58-1851565

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..... 0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 57-1198022 31-4156830
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): _____

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN

**FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN

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Certified Public Accountants and Business Advisors

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
First Communities Management, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of First Communities Management, Inc. 401(k) Plan (the "plan"), which comprise the statements of net assets available for benefits - modified cash basis as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits - modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Nationwide Trust Company and DWS Trust Company, the custodian and 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 Nationwide Trust Company held the plan's investment assets and executed investment transactions for the period from September 1, 2013 to December 31, 2013, and that DWS Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2012, and for the period from January 1, 2012 to August 31, 2013. The plan administrator has obtained a certifications from the custodian and trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian and trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

We draw attention to Note B of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Our opinion is not modified with respect to that matter.

Other Matter

The supplemental schedules of assets (held at end of year) - modified cash basis and reportable transactions - modified cash basis as of December 31, 2013 and for the year then ended, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are not presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express and opinion on the supplemental schedules.

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

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



Atlanta, Georgia

October 10, 2014

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31,

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value		
Interest in registered investment companies	\$ 4,552,084	\$ 3,491,815
Interest in common/collective trusts	<u>540,120</u>	<u>519,940</u>
Total investments	5,092,204	4,011,755
Notes receivable from participants	219,095	240,227
Uninvested cash	<u>4,676</u>	<u>-</u>
 Total assets	 <u>5,315,975</u>	 <u>4,251,982</u>
 LIABILITIES		
 Total liabilities	 <u>-</u>	 <u>-</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 5,315,975</u>	 <u>\$ 4,251,982</u>

See accompanying notes to the financial statements

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS
FOR THE YEARS ENDED DECEMBER 31,

	<u>2013</u>	<u>2012</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 768,306	\$ 444,189
Dividends	14,971	-
Other income	<u>97</u>	<u>43</u>
	<u>783,374</u>	<u>444,232</u>
Interest income on notes receivable from participants	<u>8,385</u>	<u>9,927</u>
Contributions:		
Participant	485,666	449,593
Employer	302,310	295,717
Rollover	<u>55,482</u>	<u>8,250</u>
	<u>843,458</u>	<u>753,560</u>
Total additions	<u>1,635,217</u>	<u>1,207,719</u>
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	532,690	520,142
Deemed distributions	15,521	4,738
Corrective distributions	-	227
Administrative expenses	<u>23,013</u>	<u>4,695</u>
Total deductions	<u>571,224</u>	<u>529,802</u>
Net increase	1,063,993	677,917
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>4,251,982</u>	<u>3,574,065</u>
End of year	<u>\$ 5,315,975</u>	<u>\$ 4,251,982</u>

See accompanying notes to the financial statements

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note A

Description of Plan

The following description of First Communities Management, Inc. 401(k) Plan (the "plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

General

The plan is a restatement of the defined contribution plan originally established effective as of January 1, 1996, covering all employees of the business of Southeastern Realty who completed one year of service and are age 19 or older. On January 1, 2007, the Southeastern Realty 401(k) Plan was amended and restated. As part of the amendment and restatement, the plan changed its name to the First Communities Management, Inc. 401(k) Plan. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Change of Custodian

Effective September 1, 2013, all assets held by DWS Trust Company were transferred to Nationwide Trust Company as the new custodian of the plan.

Plan Amendment

Effective June 1, 2012, ACM, LLC was added as a participating employer of the plan. Effective July 31, 2012, Anthem Management, Inc. and Southeastern Managers, Inc. were removed as a participating employers of the plan. Effective October 1, 2013, North Woods Realty Enterprise, LLC was added as a participating employer of the plan.

Contributions

Each year, participants may contribute an amount from 1 percent to 50 percent of their annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the plan. The plan sponsor makes matching contributions of 100 percent of each employee's deferral on the first 3 percent of the participant's compensation and 50 percent of the next 2 percent of the participant's compensation, for a total of up to 4 percent match on the first 5 percent of participant's compensation. Additionally, the plan sponsor may elect to make a nonelective contribution to the plan. There was no such contribution made in 2013 or 2012. Contributions are subject to certain IRS limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and company matching contributions as well as allocations of the company's profit sharing contribution and plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note A

Description of Plan (Continued)

Vesting

Participants are vested immediately in their contributions, safe harbor contributions, matching contributions, plus actual earnings thereon. Nonelective profit sharing contributions are 100% vested after three years of service.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loan interest is set at a rate equal to the current prime rate plus one percentage point. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, if a participant's vested account balance exceeds \$5,000, the participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account or installment payments. Installment payments are to be paid over a period that does not exceed the participant's assumed life expectancy (or the assumed life expectancies of the participant and beneficiary), or in case of death, at least equal to the required minimum distribution amount. If the participant's vested account balance does not exceed \$5,000, then the benefit may only be paid as a lump sum.

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$14,147 and \$16,983, respectively. These accounts will be used to pay administrative expenses of the plan or to reduce future employer contributions. In 2013 and 2012, there were \$3,404 and \$0, respectively, of forfeitures used to reduce future employer contributions.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note B

Summary of Accounting Policies

Basis of Accounting

The financial statements of the plan are prepared using the modified cash basis of accounting, which differs from financial statements prepared using generally accepted accounting principles primarily due to the omission of employees' and employers' contributions receivable.

Use of Estimates

The preparation of the financial statements in accordance with modified cash basis of accounting requires the management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Notes Receivable from Participants

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

Investment Valuation and Income Recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The plan's custodian determines the plan's valuation policies utilizing information provided by the investment advisers. See Note I for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the cash basis. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the plan are paid directly by the plan sponsor and are excluded from these financial statements. Fees related to withdrawals and the administration of notes receivable from participants are charged directly to the participants account and are included in administrative expenses. Trust and custodial fees and asset based fees are charged directly to participant accounts based on account balances. Investment related expenses are included in net appreciation of fair value of investments.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
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Note C
Investments

The following presents investments that represent 5 percent or more of the plan's net assets.

	<u>2013</u>	<u>2012</u>
Vanguard Target Retirement 2040 Investor	\$ 907,801	\$ -
Vanguard Target Retirement 2030 Investor	598,890	-
Morely Stable Value Vi	540,120	-
Vanguard Target Retirement 2020 Investor	492,938	-
Vanguard 500 Index Signal	381,506	-
Nationwide Mid Cap Market Index Installation	373,712	-
Vanguard Target Retirement Income Investor	328,580	-
Vanguard Equity-Income Investor	275,840	-
T. Rowe Price Retirement Inc. 2040 - R	-	608,817
Putnam Stable Value 100	-	519,940
T. Rowe Price Retirement Inc. 2030 - R	-	434,761
T. Rowe Price Retirement Inc. 2020 - R	-	399,287
DWS S&P 500 Index Fund - A	-	330,446
T. Rowe Price Retirement Inc. - R	-	322,276
Nuveen Mid Cap Index - R3	-	292,011
DWS Large Cap Value Fund - A	-	230,511
DWS Capital Growth Fund - R	-	214,382
Investments less than 5%	<u>1,192,817</u>	<u>659,324</u>
Total	<u>\$ 5,092,204</u>	<u>\$ 4,011,755</u>

During 2013 and 2012, the plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$768,306 and \$444,189 as follows:

Registered investment companies	\$ 763,237	\$ 437,104
Common/collective trusts	<u>5,070</u>	<u>7,085</u>
Total	<u>\$ 768,306</u>	<u>\$ 444,189</u>

Note D
Related-Party Transactions and Party-In-Interest Transactions

Certain plan investments are shares of registered investment companies or units of common/collective trusts managed by the plan custodians during 2013 and 2012. These transactions qualify as party-in-interest transactions.

Administrative expenses incurred by the plan for participant transaction fees, trust and custodial fees, asset based charges, and forward fee sales were paid to various parties-in-interest. For the year ended December 31, 2013, fees paid to Pension Financial Services, Inc. totaled \$5,590, Nationwide totaled \$14,263, and ADP Retirement Services totaled \$3,160. For the year ended December 31, 2012, fees paid to ADP Retirement Services totaled \$4,695.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note E

Information Certified by Plan Trustee and Custodian (Unaudited)

The plan sponsor has elected, as permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, to have certain financial information certified by the plan's trustee and custodian, DWS Trust Company and Nationwide Trust Company, respectively.

The information in the following line items included in the plan's financial statements was prepared by the trustee and custodian and furnished to the plan sponsor. The plan sponsor has obtained a certification that such information is complete and accurate:

	<u>2013</u>	<u>2012</u>
Statements of net assets available for benefits:		
Interest in registered investment companies	\$ 4,552,084	\$ 3,491,815
Interest in common/collective trusts	540,120	519,940
Uninvested cash	4,676	-
Statements of changes in net assets available for benefits:		
Net appreciation in fair value of investments	\$ 768,306	\$ 444,189
Dividends	14,971	-
Other income	97	43

Additionally, the information in Note C and in the supplemental schedules of assets held at end of year and reportable transactions were provided by the custodian.

Note F

Plan Termination

Although it has not expressed any intent to do so, the company has the right under the plan to discontinue its contributions at any time and to terminate the plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

Note G

Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the plan and related trust is tax exempt. In accordance with Revenue Procedure 2002-6 and Announcement 2001-77, the plan sponsor has determined that it is eligible to, and has chosen to, rely on the current IRS prototype plan opinion letter. Once qualified, the plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code and, therefore, believes 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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 the years prior to 2010.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note H

Reconciliation of Financial Statements to Form 5500

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

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 5,315,975	\$ 4,251,982
Deemed distributions	2,971	-
Accrued interest	<u>-</u>	<u>116</u>
Net assets available for benefits per the Form 5500	<u>\$ 5,318,946</u>	<u>\$ 4,252,098</u>

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

	<u>2013</u>	<u>2012</u>
Net increase per the financial statements	\$ 1,063,993	\$ 677,917
Deemed distributions	2,971	-
Accrued interest for 2012	<u>(116)</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 1,066,848</u>	<u>\$ 677,917</u>

Note I

Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note I

Fair Value Measurements (Continued)

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

Interest in registered investment companies

The fair value of investments in registered investment companies is based on the daily quoted closing price of the shares as reported by the funds, that are held by the plan at year-end.

Interest in common/collective trusts

The fair value of investments in common/collective trust funds is valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the plan to initiate a full redemption of the common/collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

	<u>Investments at Fair Value as of December 31, 2013</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Value funds	\$ 493,351	\$ -	\$ -	\$ 493,351
Blend funds	3,450,864	-	-	3,450,864
Growth funds	589,470	-	-	589,470
Bond funds	<u>18,399</u>	<u>-</u>	<u>-</u>	<u>18,399</u>
Total registered investment companies	4,552,084	-	-	4,552,084
Common/collective trust funds	<u>-</u>	<u>540,120</u>	<u>-</u>	<u>540,120</u>
Total investments at fair value	<u>\$ 4,552,084</u>	<u>\$ 540,120</u>	<u>\$ -</u>	<u>\$ 5,092,204</u>

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note I

Fair Value Measurements (Continued)

	<u>Investments at Fair Value as of December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Value funds	\$ 420,663	\$ -	\$ -	\$ 420,663
Balance funds	1,091,024	-	-	1,091,024
Growth funds	1,949,370	-	-	1,949,370
Bond funds	<u>30,758</u>	<u>-</u>	<u>-</u>	<u>30,758</u>
Total registered investment companies	3,491,815	-	-	3,491,815
Common/collective trust funds	<u>-</u>	<u>519,940</u>	<u>-</u>	<u>519,940</u>
Total investments at fair value	<u>\$ 3,491,815</u>	<u>\$ 519,940</u>	<u>\$ -</u>	<u>\$ 4,011,755</u>

Fair Value of Investments in Entities that Use NAV

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

<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common collective trust funds:				
Putnam Stable Value 100	\$ 540,120	N/A	Daily	Daily
<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Common collective trust funds:				
Putnam Stable Value 100	\$ 519,940	N/A	Daily	Daily

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note J

Risk and Uncertainties

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

Note K

Subsequent Events

Effective June 30, 2014, Federal Loan Buydown Authority, LLC was added as a participating employer of the plan and effective July 1, 2014, one of the participating employers, Windscape Holdings, LP, changed its name to CCV Holdings, LLC.

The plan has evaluated subsequent events through October 10, 2014, the date that the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
EIN 58-2171828
PLAN # 001
DECEMBER 31, 2013

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - Modified Cash Basis

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment (Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	(e) Current Value
	Morley Stable Value Vi	Common/collective trust	\$ 540,120
	American Century Mid Cap Value Installments	Registered investment company	33,162
	American Funds AMCAP R6	Registered investment company	260,366
	American Funds American Mutual R6	Registered investment company	79,827
	American Funds EuroPacific Growth R6	Registered investment company	11,476
	DFA Us Targeted Value I	Registered investment company	87,771
	Invesco Small Cap Growth R5	Registered investment company	37,363
	MFS Massachusetts Investors Trust R4	Registered investment company	159,789
*	Nationwide Portfolio Complete Installation	Registered investment company	5,171
*	Nationwide Mid Cap Market Index Installation	Registered investment company	373,712
*	Nationwide Small Cap Index Installation	Registered investment company	33,581
	Oppenheimer Global Y	Registered investment company	97,977
	PIMCO Foreign Bond (USD-Hedged) I (PFORX)	Registered investment company	6,618
	PIMCO Total Return Installation	Registered investment company	11,781
	Principal Mid Cap Installment	Registered investment company	33,977
	Vanguard 500 Index Signal	Registered investment company	381,506
	Vanguard Equity Income Investor	Registered investment company	275,840
	Vanguard Retirement Index Signal	Registered investment company	138,408
	Vanguard Target Retirement 2015 Investor	Registered investment company	398
	Vanguard Target Retirement 2020 Investor	Registered investment company	492,938
	Vanguard Target Retirement 2025 Investor	Registered investment company	1,477
	Vanguard Target Retirement 2030 Investor	Registered investment company	598,890
	Vanguard Target Retirement 2035 Investor	Registered investment company	4,992
	Vanguard Target Retirement 2040 Investor	Registered investment company	907,801
	Vanguard Target Retirement 2045 Investor	Registered investment company	5,004
	Vanguard Target Retirement 2050 Investor	Registered investment company	154,826
	Vanguard Target Retirement 2055 Investor	Registered investment company	11,280
	Vanguard Target Retirement 2060 Investor	Registered investment company	825
	Vanguard Target Retirement Income Investor	Registered investment company	328,580
	Ivy High Income I	Registered investment company	16,748
*	Nationwide	Uninvested cash	4,676
*	Notes receivable from participants	Interest rate at 4.25%	<u>219,095</u>
	Total		<u>\$ 5,315,975</u>

* Indicates a party-in-interest to the plan

See auditor's report

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
DECEMBER 31, 2013
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PLAN # 001

Schedule H, Line 4j - Schedule of Reportable Transactions - Modified Cash Basis

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Plan sponsor	American Funds AMCAP R6	\$ 213,225	\$ 225,821	\$ -	\$ -	\$ 213,225	\$ 225,821	\$ 12,596
Plan sponsor	Morley Stable Value Vi	545,195	544,824	-	-	545,195	544,824	(371)
Plan sponsor	Nationwide Mid Cap Market Index Installation	325,753	349,101	-	-	325,753	349,101	23,348
Plan sponsor	Vanguard 500 Index Signal	362,438	403,149	-	-	362,438	403,149	40,711
Plan sponsor	Vanguard Equity Income Investor	257,736	275,017	-	-	257,736	275,017	17,281
Plan sponsor	Vanguard Target Retirement 2020 Investor	425,799	450,914	-	-	425,799	450,914	25,115
Plan sponsor	Vanguard Target Retirement 2030 Investor	525,849	564,226	-	-	525,849	564,226	38,377
Plan sponsor	Vanguard Target Retirement 2040 Investor	767,697	834,594	-	-	767,697	834,594	66,897
Plan sponsor	Vanguard Target Retirement Income Investor	337,887	344,782	-	-	337,887	344,782	6,895

See auditor's report

FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN
EIN 58-2171828
PLAN # 001
DECEMBER 31, 2013

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) - Modified Cash Basis

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*	Nationwide Small Cap Index Installation	Registered investment company	33,581
	Oppenheimer Global Y	Registered investment company	97,977
	PIMCO Foreign Bond (USD-Hedged) I (PFORX)	Registered investment company	6,618
	PIMCO Total Return Installation	Registered investment company	11,781
	Principal Mid Cap Installment	Registered investment company	33,977
	Vanguard 500 Index Signal	Registered investment company	381,506
	Vanguard Equity Income Investor	Registered investment company	275,840
	Vanguard Retirement Index Signal	Registered investment company	138,408
	Vanguard Target Retirement 2015 Investor	Registered investment company	398
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	Vanguard Target Retirement 2025 Investor	Registered investment company	1,477
	Vanguard Target Retirement 2030 Investor	Registered investment company	598,890
	Vanguard Target Retirement 2035 Investor	Registered investment company	4,992
	Vanguard Target Retirement 2040 Investor	Registered investment company	907,801
	Vanguard Target Retirement 2045 Investor	Registered investment company	5,004
	Vanguard Target Retirement 2050 Investor	Registered investment company	154,826
	Vanguard Target Retirement 2055 Investor	Registered investment company	11,280
	Vanguard Target Retirement 2060 Investor	Registered investment company	825
	Vanguard Target Retirement Income Investor	Registered investment company	328,580
	Ivy High Income I	Registered investment company	16,748
*	Nationwide	Uninvested cash	4,676
*	Notes receivable from participants	Interest rate at 4.25%	<u>219,095</u>
	Total		<u>\$ 5,315,975</u>

* Indicates a party-in-interest to the plan

See auditor's report