Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1966

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

SOFFT SHOE L.L.C.

71 RAILROAD AVENUE
DEXTER, ME 04930-1299

2b Employer Identification Number (EIN)
04-2450505

2c Sponsor's telephone number
207-924-7341

2d Business code (see instructions)
316210

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	JAMES E. IDE, VP-FINANCE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1319
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**	66
b	Retired or separated participants receiving benefits	**6b**	546
c	Other retired or separated participants entitled to future benefits	**6c**	615
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1227
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	56
f	Total. Add lines **6d** and **6e**.	**6f**	1283
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
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:
1I 1A

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SOFFT SHOE L.L.C.

D Employer Identification Number (EIN)
04-2450505

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		66188262
	b Actuarial value	**2b**		66188262
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	591	6841420
	b For terminated vested participants	**3b**	663	6459328
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		1881009
	(3) Total active	**3c(3)**	68	1881009
	d Total	**3d**	1322	15181757
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	**4a**		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.31 %
6	Target normal cost	**6**		150000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/13/2014
Signature of actuary	Date
ANNE T. EHLERT	14-04396
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON DELAWARE INC.	617-638-3700
Firm name	Telephone number (including area code)
800 BOYLSTON STREET PRUDENTIAL TOWER BOSTON, MA 02199-8103	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2726443	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	2726443	0
10	Interest on line 9 using prior year's actual return of 17.33 %	472493	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.52 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3198936	0

Part III Funding Percentages

14	Funding target attainment percentage	14	414.90 %
15	Adjusted funding target attainment percentage	15	435.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	340.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	150000
b Excess assets, if applicable, but not greater than line 31a	**31b**	150000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
SOFFT SHOE L.L.C.	04-2450505	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

THE BANK OF NEW YORK MELLON

13-5160382

(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?
21 50	NONE	50178	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

TOWERS WATSON DELAWARE INC.

53-0181291

(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?
11 50	NONE	28814	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

OUELLETTE & ASSOCIATES

01-0448675

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	7500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOFFT SHOE L.L.C.

D Employer Identification Number (EIN)
04-2450505

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)	115488	111401
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	11559243	8559987
(2) U.S. Government securities	1c(2)	64133	50115
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	1982353	1520530
(B) All other	1c(3)(B)	1906287	1762561
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	49945235	69220108
(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)		
(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)	0	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	615523	535536

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	66188262	81760238
Liabilities			
g Benefit claims payable	1g	155113	
h Operating payables	1h	47100	36500
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	202213	36500
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	65986049	81723738

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	947	
(B) U.S. Government securities	2b(1)(B)	3283	
(C) Corporate debt instruments	2b(1)(C)	219971	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	30375	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		254576
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	281543	
(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)		281543
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3495254	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3136616	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		358638
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	15981621	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		15981621

		(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		16876378
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	990467	
(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)		990467
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)	36314	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	111908	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		148222
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1138689
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		15737689
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: OULLETTE & ASSOCIATES **(2)** EIN: 01-0448675

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOFFT SHOE L.L.C.

D Employer Identification Number (EIN)
04-2450505

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): 13-5160382

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** 28

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

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

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 76% Investment-Grade Debt: 6% High-Yield Debt: 1% Real Estate: 0% Other: 17%

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):

OUELLETTE & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Keith H. Allen, C.P.A., M.S.T.
Mark R. Carrier, C.P.A., C.V.A.
George A. Roberge, C.P.A.

Gary A. Wigant, C.P.A.
C. Joseph Wolverton, C.P.A., C.V.A.

INDEPENDENT AUDITOR'S REPORT

To The Board of Trustees
Group Retirement Plan for Employees of Dexter
Shoe Company and Pan Am Shoe Company:

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Group Retirement Plan for Employees of Dexter Shoe Company and Pan Am Shoe Company, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 misstatements, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by The Bank of New York Mellon, 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 certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of reportable transactions for the year ended December 31, 2013 and assets (held at end of year) as of December 31, 2013 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 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these 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, 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.

Ouellette & Associates, P.A.

Certified Public Accountants

July 31, 2014
Lewiston, Maine

GROUP RETIREMENT PLAN FOR EMPLOYEES OF DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY

EIN/PN 04-2450505/001

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	*2012*
INVESTMENTS, at Fair Value		
Money Market Funds	**$ 8,559,987**	$ 11,559,243
US Government Securities	**50,115**	64,133
Corporate Debt Instruments	**3,283,091**	3,888,640
Municipal Bonds	**535,536**	615,523
Common Stocks	**69,220,108**	49,945,235
Total Investments	**81,648,837**	66,072,774
RECEIVABLES		
Accrued Interest and Dividends	**111,401**	115,488
TOTAL ASSETS	**81,760,238**	66,188,262
LIABILITIES		
Accounts Payable	**36,500**	47,100
TOTAL LIABILITIES	**36,500**	47,100
NET ASSETS AVAILABLE FOR BENEFITS	**$ 81,723,738**	$ 66,141,162

See Auditor's Report and Accompanying Notes to the Financial Statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS:

	2013	*2012*
Investment Income:		
Interest	$ 254,576	$ 412,221
Dividends	281,543	739,741
Net Appreciation in Fair Value of Investments	16,340,259	8,732,759
Net Investment Income	16,876,378	9,884,721
Benefits Paid to Participants	(1,145,580)	(1,323,818)
Administrative and Other Expenses	(148,222)	(151,634)
Net Change in Assets Available for Benefits	15,582,576	8,409,269
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of Year	66,141,162	57,731,893
NET ASSETS AVAILABLE FOR BENEFITS, End of Year	$ 81,723,738	$ 66,141,162

See Auditor's Report and Accompanying Notes to the Financial Statements.

NOTE 1: DESCRIPTION OF PLAN

The following description of the Group Retirement Plan for Employees of Dexter Shoe Company and Pan Am Shoe Company (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 defined benefit plan sponsored by Dexter Shoe Company and Pan Am Shoe Company (the Companies) covering substantially all eligible employees of the Companies and an affiliated company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Under the terms of the Plan, participants with vested benefits less than $1,000 will automatically receive a lump sum distribution equal to their actuarially calculated benefit. Participants with vested benefits of at least $1,000 but less than $5,000 may elect to receive a lump sum distribution equal to their actuarially calculated benefit.

Participants who did not elect to receive a lump sum distribution, as noted above, or with vested benefits of at least $5,000, are eligible for benefits upon reaching the normal retirement age of 65. Participants may elect to receive reduced benefits upon reaching the early retirement age of 55 with five years of service. Benefits are computed based on compensation and years of service. Payment options under the Plan are a single life annuity, a joint and survivor annuity or a lump sum payment. Except as noted in the previous paragraph, lump sum benefits may be payable at or after age 65 to participants who elect to receive the actuarial equivalent of their pension benefits in cash instead of monthly payments for life.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America. As such, contributions and income are recorded when earned and benefit payments are recorded upon distribution.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and the actuarial present value of accumulated plan benefits at the date of the financial statements and changes therein. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments 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 discussion of fair value measurements.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition (Continued)
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses
Expenses paid directly from plan assets include administrative, investment and professional fees. Certain administrative expenses are paid by the Company. Expenses paid by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in the net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Actuarial Present Value of Accumulated Plan Benefits
Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the plan are based on employees' compensation during their last five years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Towers Watson and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of December 31, 2013 and 2012 were (a) life expectancy of participants (the RP 2000 Combined Mortality Table was used), (b) retirement age assumptions (the assumed average retirement age was 65), and (c) investment return. The 2013 and 2012 valuations included assumed average rates of return of 6.25%. The foregoing actuarial assumptions are based on the presumption that the plan will continue. Were the plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

Events that occur after December 31, 2013, the financial statement date, but before the financial statements were available to be issued must be evaluated for recognition or disclosure. Subsequent events that provide evidence about conditions that existed at the financial statement date are required to be recognized in the accompanying financial statements. Subsequent events that provide evidence about conditions that existed after the financial statement date require disclosure in the accompanying notes. Management evaluated the activity of the Plan through July 31, 2014, the date the financial statements were available to be issued, and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

NOTE 3: INVESTMENTS

The Plan's investments are held in a trust administered by The Bank of New York Mellon. The investment transactions, investment income, schedule of reportable transactions and schedule of assets held were certified by the Trustee as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The investment accounts are credited with actual earnings on the investments and charged for plan withdrawals and administrative expenses.

The following presents the investments that represent 5% or more of the Plan's net assets at December 31:

	2013	*2012*
Dreyfus Government Cash Management Fund 8,559,987 and 11,559,243 shares at December 31, 2013 and 2012, respectively	$ **8,559,987**	$11,559,243
Wells Fargo & Company, 179,000 shares at December 31, 2012	**N/A**	6,118,220
General Motors Company, 250,000 and 200,000 shares at December 31, 2013 and 2012, respectively	**10,217,500**	5,766,000
Davita Healthcare Partners Inc, 200,000 and 90,000 shares at December 31, 2013 and 2012, respectively	**12,674,000**	9,947,700
Deere & Company, 78,000 shares at December 31, 2013 and 2012	**7,123,740**	6,740,760
Directv, 121,000 shares at December 31, 2013 and 2012	**8,356,260**	6,069,360
Precision Castparts Corp, 56,000 shares at December 31, 2013 and 2012	**15,080,800**	10,607,520
Wabco Holdings Inc, 71,400 shares at December 31, 2013 and 2012	**6,669,474**	4,654,566

NOTE 3: INVESTMENTS (Continued)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows during the years ended December 31:

	2013	*2012*
US Government Securities	$ (4,362)	$ 998
Corporate Debt Instruments	(263,681)	(313,871)
Common Stocks	16,688,290	9,036,082
Municipal Bonds	(79,988)	9,550
	$ 16,340,259	$ 8,732,759

NOTE 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). 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 includes:

- 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 used need to maximize the use of observable inputs.

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

The 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.

Common Stocks: Common Stocks are valued at the closing price reported in the active market in which the individual securities are traded and are, therefore, classified as Level 1 assets.

U.S. Government Securities: In general, U.S. Government Securities are valued at the closing price reported in the active market in which the individual securities are traded and are, therefore, classified as Level 1 assets. Fannie Mae and Freddie Mac Pools are valued at estimated fair values by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows and, therefore, are classified as Level 2 assets.

Mutual Funds and Money Market Funds: Mutual and Money Market Funds are valued at the closing price of the net asset value (NAV) of shares held by the plan at year end as reported in the active market in which they are traded and, therefore, are classified as Level 1 assets.

Corporate Debt Instrument: Certain Corporate Debt Instruments are valued at the closing price reported in the active market in which the bond is traded and, therefore, are classified as level 1 assets. Other corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued at a discounted cash flows approach that maximizes observable inputs, such as current yield of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks and, therefore, are classified as Level 2 assets. Corporate Debt Instruments that are valued through unobservable inputs that are supported by little or no market activity are classified as Level 3 assets.

Municipal Bonds: Municipal Bonds that are valued at estimated fair values by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows and, therefore, are classified as Level 2 assets.

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

The following tables sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2013 and 2012.

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 8,559,987	$ -	$ -	$ 8,559,987
U.S. Government Securities	-	50,115	-	50,115
Corporate Bonds	-	3,283,091	-	3,283,091
Common Stocks				
Consumer Goods	16,886,974	-	-	16,886,974
Healthcare	12,674,000	-	-	12,674,000
Technology	46,634	-	-	46,634
Financial Services	4,063,300	-	-	4,063,300
Industrial Goods	27,192,940	-	-	27,192,940
Services	8,356,260	-	-	8,356,260
Municipal Bonds	-	535,536	-	535,536
Total	$77,780,095	$ 3,868,742	$ -	$81,648,837

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Money Market Funds	$11,559,243	$ -	$ -	$11,559,243
U.S. Government Securities	-	64,133	-	64,133
Corporate Bonds	-	3,850,940	37,700	3,888,640
Common Stocks				
Consumer Goods	10,420,566	-	-	10,420,566
Healthcare	9,947,700	-	-	9,947,700
Technology	41,109	-	-	41,109
Financial Services	6,118,220	-	-	6,118,220
Industrial Goods	17,348,280	-	-	17,348,280
Services	6,069,360	-	-	6,069,360
Municipal Bonds	-	615,523	-	615,523
Total	$61,504,478	$ 4,530,596	$ 37,700	$66,072,774

NOTE 4: FAIR VALUE MEASUREMENTS (Continued)

The following presents the change in value of the Level 3 (corporate bonds) investment asset noted above during the year ended December 31:

	2013	*2012*
Beginning Balance	$ 37,700	$ 37,700
Unrealized Losses	(37,700)	-
Ending balance	$ -	$ 37,700

Because the corporation that issued the Level 3 assets noted above became insolvent, the assets had no market value at December 31, 2013. At December 31, 2012, because there was no readily available market, the fair value of the asset was determined to be the same as the purchase price which equaled fair value on the date of purchase.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. There were no significant transfers between levels during the years ended December 31, 2013 and 2012.

Unrealized losses included in changes in net assets above are reported in net appreciation in fair value of investments on the statement of change in net assets available for benefits.

NOTE 5: ADMINISTRATIVE AND OTHER EXPENSES

Administrative and other expenses are comprised of the following:

	2013	*2012*
Administrative and Investment Expenses	$ 55,852	$ 57,603
Accounting and Actuarial Fees	36,314	50,141
PBGC Premiums	56,056	43,890
	$148,222	$151,634

NOTE 6: FUNDING POLICY

The Companies' funding policy is to contribute an amount equal to the minimum required employer contribution as required by ERISA. Under the funding rules, the contribution cannot be more than the amount by which the Plan's actuarial accrued liability exceeds plan assets. As such, the maximum allowable contribution has been limited to $0 for the years ended December 31, 2013 and 2012.

NOTE 7: PLAN TERMINATION

In the event the Plan terminates, the net assets of the plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Benefits attributable to employer contributions, taking into account those paid out before termination.

b. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of an annuity under the plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.

c. Other vested benefits insured by the Pension Benefit Guarantee Corporation (PBGC), a US government agency, up to the applicable limitations (discussed in the following paragraphs).

d. All other vested benefits (that is, vested benefits not insured by the PBGC).

e. All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the plan's net assets to provide accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

NOTE 8: RELATED PARTY TRANSACTIONS

Certain administrative expenses are paid to The Bank of New York Mellon, the trustee of the Plan, and, therefore these transactions qualify as party-in-interest transactions. Administrative expenses totaling approximately $37,678 and $50,000 were paid to The Bank of New York Mellon during the years ended December 31, 2013 and 2012, respectively.

NOTE 8: RELATED PARTY TRANSACTIONS (Continued)

Included in accounts payable at December 31, 2013, is $25,000 due to The Bank of New York Mellon for administrative expenses incurred in 2013 but paid in 2014. Included in accounts payable at December 31, 2012, is $12,500 due to The Bank of New York Mellon for administrative expenses incurred in 2012 but paid in 2013.

NOTE 9: FROZEN PLAN

The Plan has been frozen effective January 1, 2002. Accordingly, no further benefits accrue on behalf of any participant in the Plan and no employee may become a participant. Any employee who was a participant in the Plan on January 1, 2002 became 100% vested and has a nonforfeitable right to his or her accrued benefit.

NOTE 10: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of the accumulated plan benefits was calculated by the actuary using the following assumptions:

Assumed Investment Return Rate	6.25%
Mortality Basis	RP-2000 Mortality Tables
Employee Turnover	Termination rates from tables chosen by actuary No new or rehired employees
Retirement	Age 65
Asset Valuation	Market Value
Average Salary Increase	Not applicable for 2013 or 2012 since plan benefits are frozen

Calculations of the present value of accumulated benefits and changes in present value of accumulated plan benefits under the Plan and calculations of the actuarially determined prior service liability were made as of January 1, 2013. These calculations were made by consulting actuaries Towers Watson.

Vested Accumulated Benefits:	
Participating Employees	$ 1,834,555
Participants with deferred benefits	6,490,704
Participants Currently Receiving Payments	6,720,029
Total Vested Accumulated Benefits	15,045,288
Non-Vested Accumulated Benefits	-
Actuarial Present Value of Accumulated Plan Benefits	$15,045,288

NOTE 10: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Changes in actuarial present value of accumulated plan benefits are summarized as follows:

Actuarial Present Value of Accumulated Plan Benefits as of January 1, 2012	$15,399,956
Increase (Decrease) during the year attributable to:	
Additional Benefits Accumulated (including the effect of non-investment experience)	-
Actuarial (Gains)/Loss	48,022
Decrease in the Discount Period	921,128
Actual Benefits Paid	(1,323,818)
Plan Amendments	-
Change of Assumptions	-
Net change	(354,668)
Actuarial Present Value of Accumulated Plan Benefits as of January 1, 2013	$15,045,288

NOTE 11: TAX STATUS

The Plan is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the Plan's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service (IRS) dated July 15, 2009, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the letter. However, the plan sponsor believes that the Plan is designed and is currently operated in compliance with applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

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 Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 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 2011.

NOTE 12: RISKS AND UNCERTAINTIES

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

Contributions are made and the actuarial present value of accumulated benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 13: 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 Schedule H of Form 5500:

	2013	*2012*
Net assets available for benefits per the financial statements	**$81,723,738**	$66,141,162
Amounts allocated to withdrawing participants	-	(155,113)
Net assets available for benefits per Schedule H of Form 5500	**$81,723,738**	$65,986,049

The following is a reconciliation of the benefits paid to participants per the financial statements for the year ended December 31, 2013 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	$1,145,580
Amounts allocated to withdrawing participants at December 31, 2013	-
Amounts allocated to withdrawing participants at December 31, 2012	(155,113)
Benefits paid to participants per Schedule H of Form 5500	$ 990,467

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

GROUP RETIREMENT PLAN FOR EMPLOYEES OF
DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY
FORM 5500 SCHEDULE OF REPORTABLE TRANSACTIONS
Form 5500, Schedule H, Line 4(j)
EIN: 01-0484472 PLAN #001
YEAR ENDED DECEMBER 31, 2013

(b) Description of asset	Number of Purchases	Number of Sales	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred With Transaction	(g) Cost of Asset	(i) Net Gain or (Loss)
Dreyfus Government Management Fund Variable Rate 12/31/2075 DD 06/03/97	55	22	$3,688,825	$ 6,688,081	$ -	$6,688,081	$ -

GROUP RETIREMENT PLAN FOR EMPLOYEES OF
DEXTER SHOE COMPANY AND PAN AM SHOE COMPANY
FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 01-0484472 PLAN # 001
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
U.S. GOVERNMENT SECURITIES				
	FNMA POOL #0535104	7.000% 12/01/2014 DD 12/01/99	334	329
	FNMA POOL #0535933	6.500% 05/01/2031 DD 04/01/01	7,117	7,977
	FNMA POOL #0561740	7.000% 01/01/2031 DD 12/01/00	14,717	16,278
	FNMA POOL #0604148	6.500% 10/01/2031 DD 09/01/01	22,470	24,790
	FNMA POOL #0607036	6.500% 10/01/2031 DD 10/01/01	373	411
	FNMA POOL #0609524	7.000% 10/01/2031 DD 10/01/01	298	330
CORPORATE DEBT INSTRUMENTS				
	UNITED TECHNOLOGIES CORP	7.500% 09/15/2029 DD 09/17/99	234,556	312,317
	BURLINGTON NORTHERN SANTA FE DEB	7.950% 08/15/2030 DD 08/08/00	124,896	163,010
	CANDADIAN NATIONAL RAILWAY CO	6.900% 07/15/2028 dd 07/07/98	275,798	350,785
	TIME WARNER INC	7.625% 04/15/2031 DD 04/19/01	236,417	303,737
	ANHEUSER BUSCH COS INC	7.550% 10/01/2030 DD 10/05/00	577,615	694,418
	CONAGRA FOODS INC	8.250% 09/15/2030 DD 09/18/00	335,315	380,385
	FORD MTR CO	7.450% 07/16/2031 DD 07/16/99	337,067	428,635
	ALLY FINANCIAL INC	8.000% 11/01/2031 dd 11/02/01	331,322	398,650
	SAFEWAY INC	7.250% 02/01/2031 DD 01/31/01	245,690	251,154
COMMON STOCK				
	IDEARC INC	Common Stock	3,185	- ♦
	FAIRPOINT COMMUNICATIONS INC	Common Stock	348	- ♦
	CHICAGO BRIDGE & IRON COMPANY	Common Stock	3,243,366	4,988,400
	FRONTIER COMMUNICATIONS CORP	Common Stock	4,964	1,032
	GENERAL MOTORS COMPANY	Common Stock	5,312,605	10,217,500
	DAVITA HEALTHCARE PARTNERS INC	Common Stock	10,230,659	12,674,000
	DEERE & COMPANY	Common Stock	5,972,144	7,123,740
	DIRECT TV	Common Stock	5,889,094	8,356,260
	PRECISION CASTPARTS CORP	Common Stock	9,082,455	15,080,800
	WABCO HOLDINGS INC	Common Stock	4,176,188	6,669,474
	VERIZON COMMUNICATIONS INC	Common Stock	75,877	45,602
	WELLS FARGO & CO	Common Stock	2,883,413	4,063,300
MUNICIPAL BONDS				
	PROVINCE OF QUEBEC	7.500% 09/15/2029 Dd 09/15/99	389,577	535,536
REGISTERED INVESTMENT COMPANIES				
	DREYFUS GOVERNMENT CASH MANAGEMENT FUND	VAR RT 12/31/2075 DD 06/03/97	8,559,987	8,559,987

♦ The current value of these investments is less than $.50. Accordingly, the current value of these investments have been rounded down to $0 for whole dollar presentation.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

Group Ret Plan for Emp of Dexter Shoe and Pan Am Shoe

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Sofft Shoe L.L.C.

D Employer Identification Number (EIN)

04-2450505

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 1 Day 1 Year 2013			
2	Assets:			
	a Market value	2a		66,188,262
	b Actuarial value	2b		66,188,262
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	591	6,841,420
	b For terminated vested participants	3b	663	6,459,328
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		1,881,009
	(3) Total active	3c(3)	68	1,881,009
	d Total	3d	1,322	15,181,757
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.31 %
6	Target normal cost	6		150,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Anne T. Ehlert ASA

Signature of actuary

October 8, 2014

Date

Anne T. Ehlert

Type or print name of actuary

14-04396

Most recent enrollment number

Towers Watson Delaware Inc.

Firm name

(617) 638-3700

Telephone number (including area code)

800 Boylston Street
Prudential Tower
Boston MA 02199-8103

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2,726,443	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	2,726,443	0
10	Interest on line 9 using prior year's actual return of 17.33 %	472,493	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.52 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3,198,936	0

Part III Funding Percentages

14	Funding target attainment percentage	14	414.90 %
15	Adjusted funding target attainment percentage	15	435.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	340.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ▶ 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [ ] Yes [X] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.94 %	6.15 %	6.76 %	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	150,000
b Excess assets, if applicable, but not greater than line 31a	31b	150,000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Sofft Shoe L.L.C.
EIN/PN	04-2450505/001
Plan Name	Group Retirement Plan for Employees of Dexter Shoe Company and Pan Am Shoe Company
Valuation Date	January 1, 2013
Enrolled Actuary	Anne T. Ehlert
Enrollment Number	14-04396

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

Each participant is assumed to retire at a single retirement age which is entered on Line 22.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data for Frozen Plans as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0		0		0		0	
35 - 39	0		1		2		0		0		0		0		0		0		0	
40 - 44	0		0		0		4		0		0		0		0		0		0	
45 - 49	0		2		2		8		2		1		0		0		0		0	
50 - 54	0		4		2		2		2		3		0		0		0		0	
55 - 59	0		0		1		2		4		5		4		2		0		0	
60 - 64	0		1		0		2		0		6		4		2		0		0	
65 - 69	0		0		0		0		0		0		0		0		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Group Retirement Plan for Employees of Dexter Shoe Company and Pan Am Shoe Company
EIN / PN: 04-2450505 / 001
Plan Sponsor: Sofft Shoe L.L.C.
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions/Methods

Interest rate basis:

• Applicable month	September
• Yield curve basis	3-Segment Rates
• HATFA for funding purposes	No
• HATFA for benefit restriction purposes	No

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.94%	1.75%
• Second segment rate	6.15%	4.62%
• Third segment rate	6.76%	5.72%
• Effective interest rate	6.31%	4.92%

Assumed cost of living adjustments

0.00%

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant. Participation in this plan is frozen.

Administrative expenses

The amount included this year for plan-related expenses is $150,000.

Mortality

For all participants: the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

SCHEDULE SB ATTACHMENTS

Retirement

It is assumed that participants will retire upon becoming eligible for normal retirement.

Disability rates

None.

Compensation increases

Not applicable, since benefits under the plan are frozen.

Future increases in social security

Not applicable, since benefits under the plan are frozen.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

SCHEDULE SB ATTACHMENTS

Representative termination rates not due to disability, retirement or mortality

The rates indicate the withdrawal assumption at the following sample ages:

Attained Age	Percentage leaving during the year	
	Males	**Females**
20	0.276	0.276
25	0.250	0.250
40	0.075	0.075
55	0.000	0.000

Form of payment

Participants are assumed to elect a life annuity.

Marriage
For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible male participants are assumed to be married and 80% of eligible female participants are assumed to be married. Male participants are assumed to be 3 years older than their spouses and female participants are assumed to be 3 years younger than their spouses.

Employees

It was assumed there will be no new or rehired employees.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

SCHEDULE SB ATTACHMENTS

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Under this method, valuation assets are equal to the market value of assets as of the valuation date plus the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate.

Participant data

Employee data was supplied as of the valuation date.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Sofft Shoe L.L.C. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012 and reflect the rate corridors of MAP-21. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21, but, as required by MAP- 21, such rates have not been reflected in Section 2.5: Calculation of estimated maximum deductible contribution.
- The required mortality table used to calculate the funding target, target normal cost, and present value of accumulated benefits under ASC960 was updated to include one additional year of projected mortality improvements.
- The assumed plan-related expenses added to the target normal cost were changed from $275,000 for 2012 to $150,000 for 2013. The method to determine the assumed plan-related expenses is unchanged.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions

Effective date and most recent amendment

July 1, 1966; most recently restated effective January 1, 2007. The latest plan amendment reflected herein is effective November 1, 2009.

Plan year

The twelve-month period ending December 31.

Coverage and participation

All employees of Dexter Shoe Company and (effective January 1, 1995) all employees of Pan Am Shoe Company. The plan was amended to freeze benefits and participation after January 1, 2002.

The July 1 or January 1, coincident with or immediately following the date on which an employee first completes a year of eligibility service in which he is credited with at least 1,000 hours of service. An employee's first year of eligibility service is the 12-month period commencing on the date on which he is credited with an hour of service. Years of eligibility service subsequent to an employee's first year of eligibility service are determined on a calendar basis.

Effective January 1, 1995 all Pan Am Company employees who have completed one year of eligibility service shall become a participant in the plan.

Credited service

Years of employment with employer from date of employment to date of termination. If a member terminates and is rehired, all prior accrued Benefit Service shall be reinstated. A participant whose employment terminates between September 17, 2001 and December 31, 2001, will have a date of termination of December 31, 2001. After December 31, 2001, there are no additional years of Benefit Service.

SCHEDULE SB ATTACHMENTS

Vesting service

One year for each 1,000-hour calendar year.

Final average compensation/salary

The average of the highest ten consecutive calendar years of Pensionable Pay. Pensionable Pay for Average Earnings will cease after December 31, 2001.

Normal retirement benefit

Normal Retirement Date: First of month immediately following the participant's 65th birthday

Benefit Formula:

For employees of Dexter Shoe Company, one-twelfth times:

> 28% of Average Earnings up to Covered Compensation plus 43% of Average Earnings in excess of Covered Compensation, except that such benefit shall be prorated if a member has less than 25 years of Benefit Service. Dexter Shoe Company employees terminating on or after July 1, 1993 will receive a minimum monthly life annuity of $41.67 payable at their Normal Retirement Date before adjusting for their actual retirement date and optional form of payment, if applicable.

For employees of Pan Am Shoe Company, one-twelfth times:

> 24% of Average Earnings up to Covered Compensation plus 43% of Average Earnings in excess of Covered Compensation, except that such benefit shall be prorated if a member has less than 25 years of Benefit Service.

Late retirement

The greater of the Monthly Retirement Benefit determined as of actual retirement date or the benefit payable at Normal Retirement increased 5% per year for each year of service worked after age 65.

Accrued benefits

As of any date up to a member's Normal Retirement Date, the projected Monthly Normal Retirement Benefit based on Average Earnings as of the date of benefit determination and Benefit Service as if the member remained employed to Normal Retirement Date (to a maximum of 25 years), multiplied by the ratio of (a) years of Benefit Service as of the date of benefit determination to (b) the potential years of Benefit Service to Normal Retirement Date, not considering the 25 year limit.

SCHEDULE SB ATTACHMENTS

Early retirement benefit

Eligibility: Retirement before Normal Retirement Date on or after both attaining age 55 and completing five years of Vesting Service.

Benefit: Monthly Accrued Retirement Benefit determined as of early retirement date, reduced 1/180 for each of the first 60 months and by 1/360 for each additional month that commencement of payments precedes the participant's Normal Retirement Date. Employees who retired under the 1999 open window program, which was available to employees at least age 58 whose age plus service exceeded 80, received an additional 5 years of age and 5 years of service for purposes of their benefit determination.

Vested benefits upon termination of service

Vesting: Terminate for reasons other than death or retirement after completing five years of Vesting Service. However, after September 17, 2001 all participants are 100% vested.

Termination Benefit: Monthly Accrued Retirement Benefit determined as of termination date, reduced by 1/180 for each of the first 60 months and by 1/360 for each additional month that commencement of payments precedes the participant's Normal Retirement Date.

Any employee of Pan Am Shoe whose employment terminated on or after September 17, 2001 shall receive an additional immediately payable lump sum benefit based on years of service, rate of pay and a multiplier ranging from 1 to 2.

Death benefits for participants in active service

In the event of the death of an active member who is eligible to retire early, the member's spouse will receive the monthly benefit which would have been received if the member had retired early on the first of the month in which death occurred and benefits had commenced under the 50% joint and survivor form of pension payment. If an active member dies before eligibility for early retirement but after completing five years of Vesting Service, the member's eligible spouse will receive a monthly benefit for life equal to 50% of the member's Monthly Accrued Retirement Benefit at the date of death with reductions for early commencement and conversion to the 50% joint and survivor form of payment (payments may not commence prior to the date the member would have been eligible to retire early).

In the event of the death of a vested former member before payments begin, the member's spouse will receive a benefit if the surviving spouse coverage was in effect. The member's benefit will be reduced to reflect the period of time the surviving spouse coverage was in effect after January 1, 1986. The amount of surviving spouse's benefit will be one-half of the amount the former member would have received had he retired under the 50% joint and survivor annuity form of payment on the later of his Early Retirement Date or date of death (payments may not commence prior to the date the member would have been eligible to retire early).

SCHEDULE SB ATTACHMENTS

Forms of payment

Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50%, 75% or 100% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Actuarial equivalence for the participant's mortality is based on a 6% interest rate and the Unisex 1984 Mortality Table set forward by one year. In Addition, actuarial equivalence for the beneficiary mortality is based on a 6% interest rate and the Unisex 1984 Mortality Table set back by four years. Lump sum distributions are allowed.

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future plan changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in plan provisions since last actuarial valuation

There have been no changes in the plan provisions since the prior valuation.

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE SB ATTACHMENTS

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The Required SB Attachment is located in the Actuary Statement File

SCHEDULE H ATTACHMENTS

The required Information is included in the Accountants Opinion attachment

SCHEDULE SB ATTACHMENTS

The Required SB Attachment is located in the Actuary Statement File

SCHEDULE H ATTACHMENTS

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