

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>MANPOWER, INC. OF TOLEDO 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MANPOWER INC. OF TOLEDO</u> <u>114 N SUMMIT ST</u> <u>TOLEDO, OH 43604</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-4446203</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>419-248-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-4446203</u>	2c Sponsor's telephone number <u>419-248-4000</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>34-4446203</u>					
2c Sponsor's telephone number <u>419-248-4000</u>					
2d Business code (see instructions) <u>561300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	STACY HAMMER
	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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	148
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	135
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	28
d Subtotal. Add lines 6a , 6b , and 6c		6d	163
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	163
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	41
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan MANPOWER, INC. OF TOLEDO 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MANPOWER INC. OF TOLEDO	D Employer Identification Number (EIN) 34-4446203	

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

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-007626	41	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
2583	0

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

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

WALNUT STREET SEC INC 200 N SEPULVEDA BLVD STE 1200
EL SEGUNDO, CA 90245

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1895			3

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

CETERA ADVISOR NETWORKS LLC 200 N SEPULVEDA BLVD SUITE 1300
EL SEGUNDO, CA 90245

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
688			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	64083
5 Current value of plan's interest under this contract in separate accounts at year end	5	620264

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	67328
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c Additions: (1) Contributions deposited during the year	7c(1)	2508	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	2371	
(4) Transferred from separate account	7c(4)	82651	
(5) Other (specify below)	7c(5)	0	
▶			

(6) Total additions **7c(6)** 87530

d Total of balance and additions (add lines 7b and 7c(6))	7d	154858
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	90664	
(2) Administration charge made by carrier	7e(2)	111	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	
▶			

(5) Total deductions **7e(5)** 90775

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	64083
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>MANPOWER, INC. OF TOLEDO 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MANPOWER INC. OF TOLEDO</u>	D Employer Identification Number (EIN) <u>34-4446203</u>

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 49 50 54 55 56 59 60 62 63 64 65 66	NONE	955	Yes ☒ No ☐	Yes ☒ No ☐	0	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?
67 99			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INSURANCE	15 23 37 38 49 50 54 55 56 59 60 62 63 64 65 66 67 99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHED 04-1590850	SEE ATTACHED	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan MANPOWER, INC. OF TOLEDO 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MANPOWER INC. OF TOLEDO	D Employer Identification Number (EIN) 34-4446203	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE TK		
b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY		
c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 373446
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE UK		
b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY		
c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37535
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT K		
b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY		
c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 209283
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MANPOWER, INC. OF TOLEDO 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MANPOWER INC. OF TOLEDO</u>		D Employer Identification Number (EIN) <u>34-4446203</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	0	0
(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)	9375	15610
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	537214	620264
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	67328	64084
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	613917	699958

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	613917	699958
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	48202	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		48202
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	442	
(F) Other	2b(1)(F)	2374	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2816
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(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)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		127894
(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)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		178912

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	91916	
(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)		91916
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	955	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		955
j Total expenses. Add all expense amounts in column (b) and enter total	2j		92871

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		86041
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **WEBER O'BRIEN LTD**

(2) EIN: **34-1591161**

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>MANPOWER, INC. OF TOLEDO 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MANPOWER INC. OF TOLEDO</u>	D Employer Identification Number (EIN) <u>34-4446203</u>

Part I	Distributions
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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): <u>06-0974148</u>	
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 <u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	<u>0</u>	
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	<u>0</u>	
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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**MANPOWER, INC. OF TOLEDO
401(K) PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

MANPOWER, INC. OF TOLEDO 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Manpower, Inc. of Toledo
and the Plan Administrator of Manpower, Inc. of Toledo
401(k) Plan
114 N. Summit Street
Toledo, Ohio 43604

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Manpower, Inc. of Toledo 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Massachusetts Mutual Life Insurance Company, as agent for Hartford Life Insurance Company, and by Hartford Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the agent on behalf of the trustee as of and for the year ended December 31, 2013 and from the trustee as of and for the year ended December 31, 2012, that the information provided to the Plan administrator by the agent for the trustee in 2013 and by the trustee in 2012 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 schedule of assets held for investment purposes at year end is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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 schedule, 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.

A handwritten signature in black ink, appearing to read "Robert O'Brien". The signature is written in a cursive, flowing style.

October 10, 2014

MANPOWER, INC. OF TOLEDO 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments (at Fair Value)	\$ 688,103	\$ 610,311
Notes Receivable from Participants	<u>15,610</u>	<u>9,375</u>
TOTAL ASSETS	703,713	619,686
LIABILITIES - Refundable Excess Contributions	<u>3,052</u>	<u>-0-</u>
Net Assets Available for Benefits, with Investments at Fair Value	<u>700,661</u>	<u>619,686</u>
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	(<u>3,791</u>)	(<u>5,805</u>)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 696,870</u>	<u>\$ 613,881</u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

MANPOWER, INC. OF TOLEDO 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS:		
Contributions		
Participants	\$ 45,150	\$ 46,476
Rollover	<u>-0-</u>	<u>190</u>
Total Contributions	45,150	46,666
Investment Income - Net Appreciation in Fair Value of Investments	130,269	69,786
Interest Income on Notes Receivable from Participants	<u>442</u>	<u>230</u>
TOTAL ADDITIONS	175,861	116,682
DEDUCTIONS:		
Benefits Paid to Participants	91,916	81,245
Trustee Fees	<u>956</u>	<u>1,026</u>
TOTAL DEDUCTIONS	<u>92,872</u>	<u>82,271</u>
NET INCREASE	82,989	34,411
NET ASSTS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>613,881</u>	<u>579,470</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 696,870</u></u>	<u><u>\$ 613,881</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
Years Ended December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN

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

General

The Plan is a defined contribution plan covering all employees of Manpower, Inc. of Toledo (the Company) who have completed one year of eligibility service and are age 18 or older. Employees may enter the Plan on the first day of January, April, July, or October after they have met all eligibility criteria. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 75% of pretax annual compensation as defined in the Plan, up to the maximum amount allowed by the Internal Revenue Code regulations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company may, at its discretion, make matching contributions. No matching contributions were made in 2013 or 2012. All contributions are subject to compliance with Internal Revenue Code regulations.

Forfeitures, if any, of matching contributions shall be used to reduce the Company's matching contribution. There were no forfeitures in 2013 or 2012.

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion is based on years of service. A participant is 100% vested after five years of credited service.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN, Continued

Notes Receivable From Participants

Participants may borrow from their fund accounts the lesser of one half of their vested account balance or \$50,000. The minimum loan amount permitted is \$1,000. The outstanding loan balance at December 31, 2013 and 2012 was \$15,610 and \$9,375, respectively. The loans are secured by the balance in the participant's account. Loans bear interest at market rates as determined by the Plan Administrator. Current loans bear interest at rates ranging from 3.25% to 3.75% per annum. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, retirement, disability, or death, a participant may elect to remain in the Plan, receive a lump sum distribution equal to the participant's vested interest in his or her account, or roll their account into another plan. Participants that have terminated from the Plan and have a vested interest of less than \$1,000 automatically receive a lump sum distribution unless the participant elects to have such distribution paid directly to an eligible retirement plan. If the value of the vested portion of the participant's individual account exceeds \$1,000 but is less than \$5,000 and the participant does not make an election as to how the funds are to be distributed, the distribution shall be paid in a direct rollover to an individual retirement arrangement maintained by a provider as designated by the Plan administrator.

Plan Administrative Fees

Trustee fees are paid by the Plan's participants, and other administrative fees are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by the investment custodian of the Plan, Hartford Life Insurance Company.

Purchases and sales of securities are recorded as of the trade date. Interest and dividends are recorded on the accrual basis.

Plan participants may choose investments at their discretion from those offered by the Plan.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus accrued interest. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service Regulations are recorded as a liability with a corresponding reduction to contributions. The Plan did not to distribute the 2013 excess contributions to the applicable participants prior to March 15, 2014 as required.

Payment of Benefits

Benefits are recorded when paid.

Information Certified by Trustee

The Plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under this election, the Plan administrator has obtained a certification from Massachusetts Mutual Life Insurance Company, the agent acting on behalf of the Plan trustee, Hartford Life Insurance Company in 2013, and from the Plan trustee, Hartford Life Insurance Company in 2012, that the information provided to the Plan administrator by the agent for the Plan trustee for the year ending December 31, 2013 and by the Plan trustee for the year ended December 31, 2012 is complete and accurate. Accordingly, no audit procedures have been performed with respect to such information certified by the agent acting on behalf of the trustee and by the trustee.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Information Certified by Trustee, Continued

Amounts included in the accompanying financial statements for 2013 and 2012 which are certified by the agent acting on behalf of the trustee and by the trustee are: Investments and Investment Income, Notes Receivable from Participants and Interest Income, and the information included in the supplemental Schedule of Assets Held for Investment Purposes at Year End.

Subsequent Events

Management has evaluated events and transactions from December 31, 2013 through October 10, 2014 for possible recognition or disclosure in these financial statements. This date is the date these financials were available to be issued. Management concluded there were no subsequent events requiring recognition or disclosure.

NOTE 3 - FAIR VALUE MEASUREMENTS

The financial statements follow the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements*, which defines and establishes a single authoritative definition of fair value, sets a framework for measuring fair value and requires additional disclosures about fair value measurement.

In accordance with ASC 820-10, the Plan classifies its investments into Level 1, which refers to securities traded in an active market, Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available or Level 1 securities where there is a contractual restriction, and Level 3, which refers to securities not traded in an active market for which no significant observable market inputs are available. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of such shares held by the Plan at year-end. Under the current trustee the fixed account is fully benefit responsive and is reported at liquidation value based on actuarial formula as defined under the terms of the contract for 2013. Under the prior trustee the fixed account was reported at fair value and adjusted to contract value. Contract value represents the accumulated contributions plus accrued net earnings, less distributions. Fair value of the investment in the fixed account is estimated using discounted cash flows. Transfers of levels 1, 2 and 3 of the fair value hierarchy are recognized at the date the transfer is made. Net transfers from Level 1 to Level 3 were \$82,650 and \$-0- for the years ended December 31, 2013 and 2012, respectively. Net transfers from Level 3 to Level 2 were \$67,838 and \$-0- for the years ended December 31, 2013 and 2012, respectively. Amounts transferred pertain to changes in participant investment allocations and contract valuations.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

At December 31, 2013 and 2012, the Plan's investments were classified as follows, based on fair values:

Fair Value Measurements at December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended Equity	\$281,499	\$ -0-	\$ -0-	\$281,499
Growth Equity	88,389	-0-	-0-	88,389
Value	61,915	-0-	-0-	61,915
Bond	58,953	-0-	-0-	58,953
Allocation	55,973	-0-	-0-	55,973
Other	73,536	-0-	-0-	73,536
Fixed Account	<u>-0-</u>	<u>67,838</u>	<u>-0-</u>	<u>67,838</u>
Total Assets at Fair Value	<u>\$620,265</u>	<u>\$ 67,838</u>	<u>\$ -0-</u>	<u>\$688,103</u>

Fair Value Measurements at December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended Equity	\$216,598	\$ -0-	\$ -0-	\$216,598
Growth Equity	85,389	-0-	-0-	85,389
Bond	68,608	-0-	-0-	68,608
Value	54,447	-0-	-0-	54,447
Allocation	47,213	-0-	-0-	47,213
Other	64,960	-0-	-0-	64,960
Fixed Account	<u>-0-</u>	<u>-0-</u>	<u>73,096</u>	<u>73,096</u>
Total Assets at Fair Value	<u>\$537,215</u>	<u>\$ -0-</u>	<u>\$73,096</u>	<u>\$610,311</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 asset for the years ended December 31, 2013 and 2012.

	<u>2013</u>	<u>2012</u>
Balance, Beginning of Year	\$73,096	\$64,032
Gains	360	3,676
Purchases	2,507	5,508
Sales	-0-	-0-
Fees	(111)	(120)
Transfers In	82,650	-0-
Transfers Out	(67,838)	-0-
Distributions	(90,664)	-0-
Balance, End of Year	<u>\$ -0-</u>	<u>\$73,096</u>

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values of those inputs during 2012.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Weighted Averages</u>
Fixed Account	\$67,838	Market Value Formula	Salomon Brothers BIG Index	3.00%

NOTE 4 - INVESTMENTS

Investments of the Plan are held by Hartford Life Insurance Company. Following is a summary of the Plan's investments at December 31, 2013 and 2012. Investments that represent 5% or more of the net assets of the Plan are separately identified.

	<u>2013</u>	<u>2012</u>
Mutual Funds (at Fair Value):		
Davis New York Venture	\$ 97,726	\$ 78,138
Hartford Capital Appreciation HLS	74,071	53,809
American Funds Europacific Growth	63,144	50,282
American Funds American Balanced	55,973	47,213
Franklin Strategic Income A	55,106	53,832
American Funds Growth Fund of America	50,854	48,783
Hartford Dividend and Growth R4	40,680	33,058
T. Rowe Price Mid Cap Growth	37,535	36,606
Other	<u>145,176</u>	<u>135,494</u>
Total Mutual Funds	620,265	537,215
Investment Contract (at Contract Value, Fair Value \$67,838 and \$73,096, in 2013 and 2012, respectively)	<u>64,047</u>	<u>67,291</u>
Total	<u>\$684,312</u>	<u>\$604,506</u>

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$130,269 and \$69,786, respectively, for the years ended December 31, 2013 and 2012, \$127,896 and \$67,895, respectively, attributable to mutual funds and \$2,373 and \$1,891, respectively, attributable to the fixed account.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a fully benefit-responsive investment contract with Hartford Life Insurance Company. Hartford Life Insurance Company maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Massachusetts Mutual Life Insurance Company agent for Hartford Life Insurance Company. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Hartford Life Insurance Company is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 7 - TAX STATUS

This Plan is a prototype standardized profit-sharing plan of PDS Advantage (formerly known as DATAIR). PDS Advantage has been informed by the Internal Revenue Service that this Plan is acceptable under Section 401 of the Internal Revenue Code and that a company that adopts this plan will be considered to have a plan qualified under Code Section 401(a) provided all terms of the Plan are followed.

The Company believes that the Plan is currently being operated in compliance with the applicable sections of the Internal Revenue Code and that the Plan and related trust are qualified and tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by 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 asset) or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500:

	<u>2013</u>	<u>2012</u>
Net Assets Available for Benefits Per Accompanying Financial Statements	\$696,870	\$613,881
Add: Refundable Excess Contributions Liability	<u>3,052</u>	<u>-0-</u>
Net Assets Available for Benefits Per the Form 5500	<u>\$699,922</u>	<u>\$613,881</u>

The following is a reconciliation of contributions received per the accompanying financial statements to the Form 5500:

	<u>2013</u>	<u>2012</u>
Contributions Per Accompanying Financial Statements	\$ 45,150	\$ 46,666
Add: Refundable Excess Contributions Liability	<u>3,052</u>	<u>-0-</u>
Contributions Per Form 5500	<u>\$ 48,202</u>	<u>\$ 46,666</u>

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are offered through and managed by a subsidiary of Hartford Life Insurance Company, the Trustee, in the aggregate of \$277,121 and \$241,580 as of December 31, 2013 and 2012, respectively and, therefore; these transactions qualify as party-in-interest. Fees paid by the Plan for trustee services amounted to \$956 and \$1,026 for the years ended December 31, 2013 and 2012, respectively.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investments. Investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments 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.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
EMPLOYER IDENTIFICATION ~~34-4446203~~, PLAN NUMBER 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
FORM 5500, SCHEDULE H, LINE 4i
December 31, 2013

(a)	(b)	(c)	(d)	(e)
	<u>Issue</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
	Davis New York Venture	Mutual Fund		\$ 97,726
*	Hartford Capital Appreciation HLS	Mutual Fund		74,071
	American Funds Europacific Growth	Mutual Fund		63,144
	American Funds American Balanced	Mutual Fund		55,973
	Franklin Strategic Income A	Mutual Fund		55,106
	American Funds Growth Fund of America	Mutual Fund		50,854
*	Hartford Dividend and Growth R4	Mutual Fund		40,680
	T. Rowe Price Mid Cap Growth	Mutual Fund		37,535
*	Hartford Global Growth HLS	Mutual Fund		33,008
	Mid Cap Core Equity	Mutual Fund		23,131
	BlackRock Mid Cap Value	Mutual Fund		21,235
*	Hartford Index HLS	Mutual Fund		20,996
*	Hartford Target Retirement 2010 R4	Mutual Fund		20,210
*	Hartford Target Retirement 2030 R4	Mutual Fund		13,041
*	Hartford Target Retirement 2040 R4	Mutual Fund		7,094
	Franklin High Income	Mutual Fund		2,347
	American Funds Fundamental Inv R3	Mutual Fund		2,329
	Templeton Global Bond A	Mutual Fund		1,500
*	Hartford Target Retirement 2050 R4	Mutual Fund		183
	Columbia Small Cap Core A	Mutual Fund		102
	Subtotal			620,265
*	Fixed Account	Investment Contract		67,838
	Participant Loans (Rate of Interest 3.25% - 3.75%)			15,610
	TOTAL			<u>\$ 703,713</u>

* Party in Interest

Column (d) is blank as all investments are participant directed.

"See Independent Auditor's Report"

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C¹ by identifying different types of compensation paid with respect to the product utilized by your plan.

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

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

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

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

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

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

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

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

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

MANPOWER, INC. OF TOLEDO 401(K) PLAN (007626)
EIN #: 34-4446203

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

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

Total Direct Compensation Paid **\$955.00**

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

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

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **\$955.00**

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

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

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

Indirect Compensation

Float compensation **\$2.10**

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.1133% for 2013) earned on the bank accounts and investments associated with the short-term investment pool for the 2013 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

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

Non Monetary Compensation

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

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

Compensation paid with respect to Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2013)</i>	<i>Underlying Fund Gross Expense Ratio as of the Fund's Year End*</i>	<i>Separate Account Charge **</i>
AMERICAN FUNDS AMERICAN BAL R3	94-6050854	0.65% x assets	0.95%	1.25%
AMERICAN FUNDS EUROPAC GROWTH R3	95-1411037	0.65% x assets	1.14%	1.25%
AMERICAN FUNDS FUNDAMENTL INV R3	22-1557722	0.65% x assets	0.96%	1.25%
AMERICAN FUNDS GR FD OF AMER R3	52-0792143	0.65% x assets	0.98%	1.25%
BLACKROCK FLEXIBLE EQUITY-A	51-0318674	0.55% x assets	1.46%	1.25%
COLUMBIA SMALL CAP CORE A	36-3376651	0.50% x assets	1.37%	1.25%
DAVIS NEW YORK VENTURE A	13-2601967	0.35% x assets plus \$12/participant	0.88%	1.25%
FIXED ACCOUNT	06-0974148		0.00%	0.00%
FRANKLIN HIGH INCOME A	94-1693697	0.25% x assets plus \$12/participant	0.78%	1.25%
FRANKLIN STRATEGIC INCOME A	13-3151768	0.35% x assets plus \$12/participant	0.89%	1.25%
HARTFORD CAPITAL APP HLS IA	22-2937447	0.25% x assets	0.67%	1.25%
HARTFORD GLOBAL GROWTH HLS IA	22-2937447	0.25% x assets	0.82%	1.25%
HARTFORD INDEX HLS IA	22-2937447	0.25% x assets	0.33%	1.25%
INVESCO MID CAP CORE EQUITY A	94-2362417	0.60% x assets	1.20%	1.25%
T. ROWE PRICE MDCAP GRTH N/A	52-1784828	0.15% x assets	0.80%	1.35%
TEMPLETON GLOBAL BOND A	59-6865210	0.35% x assets plus \$12/participant	0.89%	1.25%
THE HARTFORD DIV AND GROWTH R4	22-2937447	0.65% x assets	1.05%	1.25%
THE HARTFORD TARG RETIRE 2010 R4	22-2937447	0.65% x assets	1.40%	1.25%
THE HARTFORD TARG RETIRE 2030 R4	22-2937447	0.65% x assets	1.36%	1.25%
THE HARTFORD TARG RETIRE 2040 R4	22-2937447	0.65% x assets	1.42%	1.25%
THE HARTFORD TARG RETIRE 2050 R4	22-2937447	0.65% x assets	1.59%	1.25%

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds. Massachusetts Mutual Life Insurance Company (together, with its affiliates, "MassMutual") acquired The Hartford's retirement plans business effective January 1, 2013. In connection with the acquisition, The Hartford appointed MassMutual to provide all of administrative services necessary to support your plan's contract. In this role, MassMutual receives all charges, fees and compensation – both direct and indirect – as payable to The Hartford for the services provided to your plan under the packaged retirement services programs.

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

* This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that some of the funds available through your service contract or arrangement are funds from The Hartford Financial Services Group, Inc.'s proprietary family of mutual funds (The Hartford Mutual Funds). These proprietary mutual funds have contracts for services with companies that are affiliated with Hartford Securities Distribution Company Inc.

The Hartford-affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about these proprietary mutual funds, see the applicable fund prospectus.

Hartford Affiliate	Services	Compensation
Hartford Investment Financial Services, LLC	Principal Underwriter to The Hartford Mutual Funds	As Principal Underwriter paid by the Fund in the form of dealer concessions
Hartford Administrative Services Company	Transfer Agent to The Hartford Mutual Funds	Paid by the Fund in the form of fees for services
HL Investment Advisors, LLC	Investment Manager to The Hartford Mutual Funds	Paid by the Fund in the form of investment advisory fees based on assets under management

**** Separate Account Charge**

[see fund chart]% per annum of the daily Sub-Account values (pursuant to the group annuity contract or funding agreement)

Hartford Life Insurance Company Separate Accounts, 200 Hopmeadow Road, Simsbury, CT 06089

Recipient: FINANCIAL NETWORK INVESTMENT CORP EIN: 95-3845382

Service Codes:

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

Direct Compensation

\$0.00

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

Indirect Compensation

* **Sales commission** Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850 **\$688.07**

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

Non Monetary Compensation

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

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

Recipient: WALNUT STREET SEC INC EIN: 43-1333368

Service Codes:

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

Direct Compensation

\$0.00

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

Indirect Compensation

* Sales commission	Payor: Massachusetts Mutual Life Insurance Company	EIN: 04-1590850	\$1,895.20
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** Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

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

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

Direct Revenue Detail

Recipient: *Massachusetts Mutual Life Insurance Company*

<u>Fee Description</u>	<u>Dollar Amount</u>
Participant Fee	\$815.00
Loan Set-up Fee	\$140.00
Total Direct Revenue:	\$955.00
Grand Total Direct Fees:	\$955.00

**MANPOWER, INC. OF TOLEDO
401(K) PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

MANPOWER, INC. OF TOLEDO 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Manpower, Inc. of Toledo
and the Plan Administrator of Manpower, Inc. of Toledo
401(k) Plan
114 N. Summit Street
Toledo, Ohio 43604

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Manpower, Inc. of Toledo 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Massachusetts Mutual Life Insurance Company, as agent for Hartford Life Insurance Company, and by Hartford Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the agent on behalf of the trustee as of and for the year ended December 31, 2013 and from the trustee as of and for the year ended December 31, 2012, that the information provided to the Plan administrator by the agent for the trustee in 2013 and by the trustee in 2012 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 schedule of assets held for investment purposes at year end is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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 schedule, 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.

A handwritten signature in black ink, appearing to read "Robert O'Brien". The signature is written in a cursive, flowing style.

October 10, 2014

MANPOWER, INC. OF TOLEDO 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments (at Fair Value)	\$ 688,103	\$ 610,311
Notes Receivable from Participants	<u>15,610</u>	<u>9,375</u>
TOTAL ASSETS	703,713	619,686
LIABILITIES - Refundable Excess Contributions	<u>3,052</u>	<u>-0-</u>
Net Assets Available for Benefits, with Investments at Fair Value	<u>700,661</u>	<u>619,686</u>
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	(<u>3,791</u>)	(<u>5,805</u>)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 696,870</u>	<u>\$ 613,881</u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

MANPOWER, INC. OF TOLEDO 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS:		
Contributions		
Participants	\$ 45,150	\$ 46,476
Rollover	<u>-0-</u>	<u>190</u>
Total Contributions	45,150	46,666
Investment Income - Net Appreciation in Fair Value of Investments	130,269	69,786
Interest Income on Notes Receivable from Participants	<u>442</u>	<u>230</u>
TOTAL ADDITIONS	175,861	116,682
DEDUCTIONS:		
Benefits Paid to Participants	91,916	81,245
Trustee Fees	<u>956</u>	<u>1,026</u>
TOTAL DEDUCTIONS	<u>92,872</u>	<u>82,271</u>
NET INCREASE	82,989	34,411
NET ASSTS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>613,881</u>	<u>579,470</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 696,870</u></u>	<u><u>\$ 613,881</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
Years Ended December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN

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

General

The Plan is a defined contribution plan covering all employees of Manpower, Inc. of Toledo (the Company) who have completed one year of eligibility service and are age 18 or older. Employees may enter the Plan on the first day of January, April, July, or October after they have met all eligibility criteria. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 75% of pretax annual compensation as defined in the Plan, up to the maximum amount allowed by the Internal Revenue Code regulations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company may, at its discretion, make matching contributions. No matching contributions were made in 2013 or 2012. All contributions are subject to compliance with Internal Revenue Code regulations.

Forfeitures, if any, of matching contributions shall be used to reduce the Company's matching contribution. There were no forfeitures in 2013 or 2012.

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion is based on years of service. A participant is 100% vested after five years of credited service.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF PLAN, Continued

Notes Receivable From Participants

Participants may borrow from their fund accounts the lesser of one half of their vested account balance or \$50,000. The minimum loan amount permitted is \$1,000. The outstanding loan balance at December 31, 2013 and 2012 was \$15,610 and \$9,375, respectively. The loans are secured by the balance in the participant's account. Loans bear interest at market rates as determined by the Plan Administrator. Current loans bear interest at rates ranging from 3.25% to 3.75% per annum. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, retirement, disability, or death, a participant may elect to remain in the Plan, receive a lump sum distribution equal to the participant's vested interest in his or her account, or roll their account into another plan. Participants that have terminated from the Plan and have a vested interest of less than \$1,000 automatically receive a lump sum distribution unless the participant elects to have such distribution paid directly to an eligible retirement plan. If the value of the vested portion of the participant's individual account exceeds \$1,000 but is less than \$5,000 and the participant does not make an election as to how the funds are to be distributed, the distribution shall be paid in a direct rollover to an individual retirement arrangement maintained by a provider as designated by the Plan administrator.

Plan Administrative Fees

Trustee fees are paid by the Plan's participants, and other administrative fees are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by the investment custodian of the Plan, Hartford Life Insurance Company.

Purchases and sales of securities are recorded as of the trade date. Interest and dividends are recorded on the accrual basis.

Plan participants may choose investments at their discretion from those offered by the Plan.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus accrued interest. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service Regulations are recorded as a liability with a corresponding reduction to contributions. The Plan did not to distribute the 2013 excess contributions to the applicable participants prior to March 15, 2014 as required.

Payment of Benefits

Benefits are recorded when paid.

Information Certified by Trustee

The Plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under this election, the Plan administrator has obtained a certification from Massachusetts Mutual Life Insurance Company, the agent acting on behalf of the Plan trustee, Hartford Life Insurance Company in 2013, and from the Plan trustee, Hartford Life Insurance Company in 2012, that the information provided to the Plan administrator by the agent for the Plan trustee for the year ending December 31, 2013 and by the Plan trustee for the year ended December 31, 2012 is complete and accurate. Accordingly, no audit procedures have been performed with respect to such information certified by the agent acting on behalf of the trustee and by the trustee.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Information Certified by Trustee, Continued

Amounts included in the accompanying financial statements for 2013 and 2012 which are certified by the agent acting on behalf of the trustee and by the trustee are: Investments and Investment Income, Notes Receivable from Participants and Interest Income, and the information included in the supplemental Schedule of Assets Held for Investment Purposes at Year End.

Subsequent Events

Management has evaluated events and transactions from December 31, 2013 through October 10, 2014 for possible recognition or disclosure in these financial statements. This date is the date these financials were available to be issued. Management concluded there were no subsequent events requiring recognition or disclosure.

NOTE 3 - FAIR VALUE MEASUREMENTS

The financial statements follow the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements*, which defines and establishes a single authoritative definition of fair value, sets a framework for measuring fair value and requires additional disclosures about fair value measurement.

In accordance with ASC 820-10, the Plan classifies its investments into Level 1, which refers to securities traded in an active market, Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available or Level 1 securities where there is a contractual restriction, and Level 3, which refers to securities not traded in an active market for which no significant observable market inputs are available. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of such shares held by the Plan at year-end. Under the current trustee the fixed account is fully benefit responsive and is reported at liquidation value based on actuarial formula as defined under the terms of the contract for 2013. Under the prior trustee the fixed account was reported at fair value and adjusted to contract value. Contract value represents the accumulated contributions plus accrued net earnings, less distributions. Fair value of the investment in the fixed account is estimated using discounted cash flows. Transfers of levels 1, 2 and 3 of the fair value hierarchy are recognized at the date the transfer is made. Net transfers from Level 1 to Level 3 were \$82,650 and \$-0- for the years ended December 31, 2013 and 2012, respectively. Net transfers from Level 3 to Level 2 were \$67,838 and \$-0- for the years ended December 31, 2013 and 2012, respectively. Amounts transferred pertain to changes in participant investment allocations and contract valuations.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

At December 31, 2013 and 2012, the Plan's investments were classified as follows, based on fair values:

Fair Value Measurements at December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended Equity	\$281,499	\$ -0-	\$ -0-	\$281,499
Growth Equity	88,389	-0-	-0-	88,389
Value	61,915	-0-	-0-	61,915
Bond	58,953	-0-	-0-	58,953
Allocation	55,973	-0-	-0-	55,973
Other	73,536	-0-	-0-	73,536
Fixed Account	<u>-0-</u>	<u>67,838</u>	<u>-0-</u>	<u>67,838</u>
Total Assets at Fair Value	<u>\$620,265</u>	<u>\$ 67,838</u>	<u>\$ -0-</u>	<u>\$688,103</u>

Fair Value Measurements at December 31, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended Equity	\$216,598	\$ -0-	\$ -0-	\$216,598
Growth Equity	85,389	-0-	-0-	85,389
Bond	68,608	-0-	-0-	68,608
Value	54,447	-0-	-0-	54,447
Allocation	47,213	-0-	-0-	47,213
Other	64,960	-0-	-0-	64,960
Fixed Account	<u>-0-</u>	<u>-0-</u>	<u>73,096</u>	<u>73,096</u>
Total Assets at Fair Value	<u>\$537,215</u>	<u>\$ -0-</u>	<u>\$73,096</u>	<u>\$610,311</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 asset for the years ended December 31, 2013 and 2012.

	<u>2013</u>	<u>2012</u>
Balance, Beginning of Year	\$73,096	\$64,032
Gains	360	3,676
Purchases	2,507	5,508
Sales	-0-	-0-
Fees	(111)	(120)
Transfers In	82,650	-0-
Transfers Out	(67,838)	-0-
Distributions	(90,664)	-0-
Balance, End of Year	<u>\$ -0-</u>	<u>\$73,096</u>

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values of those inputs during 2012.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Weighted Averages</u>
Fixed Account	\$67,838	Market Value Formula	Salomon Brothers BIG Index	3.00%

NOTE 4 - INVESTMENTS

Investments of the Plan are held by Hartford Life Insurance Company. Following is a summary of the Plan's investments at December 31, 2013 and 2012. Investments that represent 5% or more of the net assets of the Plan are separately identified.

	<u>2013</u>	<u>2012</u>
Mutual Funds (at Fair Value):		
Davis New York Venture	\$ 97,726	\$ 78,138
Hartford Capital Appreciation HLS	74,071	53,809
American Funds Europacific Growth	63,144	50,282
American Funds American Balanced	55,973	47,213
Franklin Strategic Income A	55,106	53,832
American Funds Growth Fund of America	50,854	48,783
Hartford Dividend and Growth R4	40,680	33,058
T. Rowe Price Mid Cap Growth	37,535	36,606
Other	<u>145,176</u>	<u>135,494</u>
Total Mutual Funds	620,265	537,215
Investment Contract (at Contract Value, Fair Value \$67,838 and \$73,096, in 2013 and 2012, respectively)	<u>64,047</u>	<u>67,291</u>
Total	<u>\$684,312</u>	<u>\$604,506</u>

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$130,269 and \$69,786, respectively, for the years ended December 31, 2013 and 2012, \$127,896 and \$67,895, respectively, attributable to mutual funds and \$2,373 and \$1,891, respectively, attributable to the fixed account.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a fully benefit-responsive investment contract with Hartford Life Insurance Company. Hartford Life Insurance Company maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Massachusetts Mutual Life Insurance Company agent for Hartford Life Insurance Company. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Hartford Life Insurance Company is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 7 - TAX STATUS

This Plan is a prototype standardized profit-sharing plan of PDS Advantage (formerly known as DATAIR). PDS Advantage has been informed by the Internal Revenue Service that this Plan is acceptable under Section 401 of the Internal Revenue Code and that a company that adopts this plan will be considered to have a plan qualified under Code Section 401(a) provided all terms of the Plan are followed.

The Company believes that the Plan is currently being operated in compliance with the applicable sections of the Internal Revenue Code and that the Plan and related trust are qualified and tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by 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 asset) or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2013 and 2012

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500:

	<u>2013</u>	<u>2012</u>
Net Assets Available for Benefits Per Accompanying Financial Statements	\$696,870	\$613,881
Add: Refundable Excess Contributions Liability	<u>3,052</u>	<u>-0-</u>
Net Assets Available for Benefits Per the Form 5500	<u>\$699,922</u>	<u>\$613,881</u>

The following is a reconciliation of contributions received per the accompanying financial statements to the Form 5500:

	<u>2013</u>	<u>2012</u>
Contributions Per Accompanying Financial Statements	\$ 45,150	\$ 46,666
Add: Refundable Excess Contributions Liability	<u>3,052</u>	<u>-0-</u>
Contributions Per Form 5500	<u>\$ 48,202</u>	<u>\$ 46,666</u>

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are offered through and managed by a subsidiary of Hartford Life Insurance Company, the Trustee, in the aggregate of \$277,121 and \$241,580 as of December 31, 2013 and 2012, respectively and, therefore; these transactions qualify as party-in-interest. Fees paid by the Plan for trustee services amounted to \$956 and \$1,026 for the years ended December 31, 2013 and 2012, respectively.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investments. Investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments 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.

MANPOWER, INC. OF TOLEDO 401(K) PLAN
EMPLOYER IDENTIFICATION ~~34-4446203~~, PLAN NUMBER 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
FORM 5500, SCHEDULE H, LINE 4i
December 31, 2013

(a)	(b)	(c)	(d)	(e)
	<u>Issue</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
	Davis New York Venture	Mutual Fund		\$ 97,726
*	Hartford Capital Appreciation HLS	Mutual Fund		74,071
	American Funds Europacific Growth	Mutual Fund		63,144
	American Funds American Balanced	Mutual Fund		55,973
	Franklin Strategic Income A	Mutual Fund		55,106
	American Funds Growth Fund of America	Mutual Fund		50,854
*	Hartford Dividend and Growth R4	Mutual Fund		40,680
	T. Rowe Price Mid Cap Growth	Mutual Fund		37,535
*	Hartford Global Growth HLS	Mutual Fund		33,008
	Mid Cap Core Equity	Mutual Fund		23,131
	BlackRock Mid Cap Value	Mutual Fund		21,235
*	Hartford Index HLS	Mutual Fund		20,996
*	Hartford Target Retirement 2010 R4	Mutual Fund		20,210
*	Hartford Target Retirement 2030 R4	Mutual Fund		13,041
*	Hartford Target Retirement 2040 R4	Mutual Fund		7,094
	Franklin High Income	Mutual Fund		2,347
	American Funds Fundamental Inv R3	Mutual Fund		2,329
	Templeton Global Bond A	Mutual Fund		1,500
*	Hartford Target Retirement 2050 R4	Mutual Fund		183
	Columbia Small Cap Core A	Mutual Fund		102
	Subtotal			620,265
*	Fixed Account	Investment Contract		67,838
	Participant Loans (Rate of Interest 3.25% - 3.75%)			15,610
	TOTAL			<u>\$ 703,713</u>

* Party in Interest

Column (d) is blank as all investments are participant directed.

"See Independent Auditor's Report"