

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>LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>338</u> 1c Effective date of plan <u>07/01/1997</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LANDRUM PROFESSIONAL EMPLOYER SERVICES, INC.</u> <u>6723 PLANTATION ROAD</u> <u>PENSACOLA, FL 32504</u>	2b Employer Identification Number (EIN) <u>59-2345956</u> 2c Sponsor's telephone number <u>800-888-0472</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	SUSAN HUNSUCKER
	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	2162
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	2286
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits		6c	368
d Subtotal. Add lines 6a , 6b , and 6c		6d	2654
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	2654
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1527
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T			
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)		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	(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)		
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)		
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)		
	(4) ☒ C (Service Provider Information)		
	(5) ☐ D (DFE/Participating Plan Information)		
	(6) ☐ G (Financial Transaction Schedules)		

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

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

A Name of plan LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 338
C Plan sponsor's name as shown on line 2a of Form 5500 LANDRUM PROFESSIONAL EMPLOYER SERVICES, INC.	D Employer Identification Number (EIN) 59-2345956

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)

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(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 37 38 50	TPA	287249	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGEMENT CORP

59-2749576

(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?
28	PORTFOLIO MGMT	64102	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY PARTNERS INV. CONSULTING

2729 STATE ROAD 580, SUITE C
CLEARWATER, FL 33761

(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?
26 51	INV. ADVISOR	16178	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)

FIDUCIARY PARTNERS RETIREMENT GROUP

2729 STATE ROAD 580, SUITE C
CLEARWATER, FL 33761

(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?
26 51	INV. ADVISOR	16178	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WARREN AVERETT

316 SOUTH BAYLEN STREET
SUITE 300
PENSACOLA, FL 32502

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	20100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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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>LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>338</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LANDRUM PROFESSIONAL EMPLOYER SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>59-2345956</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	697656	754866
	(2) Participant contributions	1b(2)	51786	84222
	(3) Other	1b(3)	5412	8727
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	941963	1517186
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	42631335	62707623
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	44328152	65072624

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	44328152	65072624
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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)	1906724	
(B) Participants	2a(1)(B)	3259648	
(C) Others (including rollovers)	2a(1)(C)	138409	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5304781
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	42048	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		42048
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1436227	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1436227
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6327755
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		13110811

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4498747	
(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)		4498747
f Corrective distributions (see instructions)	2f		18335
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	21065	
(2) Contract administrator fees	2i(2)	287249	
(3) Investment advisory and management fees	2i(3)	96458	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		404772
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4921854

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8188957
l Transfers of assets:			
(1) To this plan	2l(1)		13414773
(2) From this plan	2l(2)		859258

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: WARREN AVERETT, LLC

(2) EIN: 45-4084437

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
DANIEL A BACHTLE CHARLES SCHWAB & CO, INC. EDGE CONSTRUCTION CORP. PLAN	51-0335071	003
INFECTIOUS DISEASES ASSOCIATES 401K PLAN	59-3209737	001
PAYDAY RETIREMENT SAVINGS PLAN	85-0413891	002

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2013 This Form is Open to Public Inspection.	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶	338
C Plan sponsor's name as shown on line 2a of Form 5500 LANDRUM PROFESSIONAL EMPLOYER SERVICES, INC.				D Employer Identification Number (EIN) 59-2345956	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 65-0708495					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2013 AND 2012

LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN
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INDEPENDENT AUDITORS' REPORT

Board of Trustees
Landrum Professional Employer Services Retirement Savings Plan

Report on Financial Statements

We have audited the accompanying financial statements of Landrum Professional Employer Services Retirement Savings Plan (Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in its net assets available for benefits for the year then ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary schedule of assets held for investment purposes, referred to as "supplementary information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Warren Averett, LLC

Pensacola, Florida
October 8, 2014

**LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
Investments, at fair value		
Mutual Funds	\$62,707,623	\$42,631,335
Receivables		
Participant contributions	92,949	57,198
Employer contributions	754,865	697,655
Notes receivable from participants	1,517,186	941,963
Total receivables	<u>2,365,000</u>	<u>1,696,816</u>
Net Assets Available for Plan Benefits	<u><u>\$65,072,623</u></u>	<u><u>\$44,328,151</u></u>

See notes to the financial statements.

LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

Additions to net assets attributable to:

Investment income	
Interest	\$ 42,048
Dividends	1,436,227
Net appreciation in fair value of investments	6,327,756
Total investment gain	<u>7,806,031</u>
Contributions	
Employer contributions	1,906,724
Participant contributions	3,259,648
Rollover contributions	138,409
Total contributions	<u>5,304,781</u>
Transfer of assets to the Plan	<u>13,414,773</u>
Total additions	26,525,585

Deductions from net assets attributable to:

Benefits paid to participants	4,517,082
Administrative expenses	404,773
Transfers of assets from the Plan	859,258
Total deductions	<u>5,781,113</u>

Net increase in net assets available for plan benefits 20,744,472

Net assets available for plan benefits

Beginning of year	<u>44,328,151</u>
End of the year	<u><u>\$ 65,072,623</u></u>

See notes to the financial statements.

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

1. DESCRIPTION OF THE PLAN

The following description of the Landrum Professional Employer Services Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan pursuant to Section 401(k) of the Internal Revenue Code, covering substantially all employees of participating clients of Landrum Professional Employer Services, Inc. (the Sponsor), and Landrum Companies, Inc., a related party. The Plan qualifies as a "multiple employer" plan as described in Section 413(c) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by the Sponsor.

Eligibility

All employees who are 21 years of age, work for a participating client, and fulfill the participating client's service requirement are eligible to participate in the Plan. Participating clients may select from the following service requirements: (1) one year of service (1,000 hours of service in a consecutive twelve month period), (2) one to eleven months of service or (3) immediate eligibility. Additionally, a participating client may elect to waive the age and service eligibility requirements for individuals who are performing services for a participating client as of a specified date or may elect an age requirement less than 21 years of age. Entry into the Plan occurs based on the provisions of the participating client's agreement.

Employees are eligible for an allocation of the participating client's contribution, if any, as specified in the participating client's agreement.

Contributions

Participants can authorize payroll deferrals up to the maximum percentage of compensation or dollar amount permissible by the Internal Revenue Code (IRC). Participants are permitted to contribute catch-up contributions in accordance with IRC requirements. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans and after-tax compensation subject to Roth 401(k) requirements. Participants direct the investment of their contribution into various investments offered by the Plan which include, but are not limited to, pre-allocated portfolio options.

Participating clients adopt one of several available options ranging from no participation to a mandatory match based on the participant's compensation for the plan year. Participating clients may also elect to make discretionary profit-sharing contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocation of the participating client's contributions on behalf of the participant, and investment earnings on the participant's account. Allocation of investment earnings is based on daily valuations of participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

1. DESCRIPTION OF THE PLAN – CONTINUED

Distributions and Withdrawals

Benefits under the plan become distributable upon termination of employment, on or after normal retirement age (65), upon death, or upon total and permanent disability while under employment. Participants may also take distribution of their vested account balance at age 59 1/2. Upon the death of a participant, benefit payments are paid in a lump sum to the surviving spouse or other designated beneficiary.

Loans and Hardship Distributions

Participants may borrow a minimum of \$1,000 up to a maximum of 50% of their vested account balance, not to exceed \$50,000. Participants are charged with out-of-pocket costs associated with the loan. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4% to 9%, which are commensurate with local prevailing rates as determined by the Plan administrator. Loans are payable through payroll deductions and must be paid within five years except for primary home loans which must be paid within fifteen years.

Funds may also be accessed prior to the date they become distributable by way of a hardship withdrawal as allowed by current Internal Revenue Service guidelines.

Vesting and Forfeitures

Participants are fully vested with respect in their employee contributions plus actual earnings thereon. Vesting of participating client contributions is based on years of service beginning with the participants' day of hire. The standard vesting schedule is as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 years	20%
3 years	40%
4years	60%
5years	80%
6 or more	100%

However, based upon the agreements of mergers with other plans, the vesting schedule may vary among participating clients. Participants associated with clients with safe harbor provisions have immediate vesting.

A year of service is defined as a Plan year in which a participant is credited with 1,000 hours of service. A participant is fully vested in all of his or her account under the Plan upon reaching the Plan's normal retirement age, disability, or death.

Forfeited nonvested contributions may be used to pay Plan expenses and to reduce employer contributions. Plan administrative expenses of approximately \$20,000 and \$12,000 were paid to the custodian from forfeited nonvested accounts for the years ended December 31, 2013 and 2012, respectively.

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

1. DESCRIPTION OF THE PLAN – CONTINUED

Plan Merger

On November 14, 2013, the trustee of the Plan approved the merger of the Synergetic Inc. 401(k) Retirement Savings Plan into the Plan effective December 16, 2013. The assets of the Synergetic Inc. 401(k) Retirement Savings Plan were transferred into the Plan on that date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America.

Estimates

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

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as discussed in Note 3. Because of the inherent uncertainties in estimated market value, it is reasonably possible that the estimates used will change within the near term. The Plan presents in the statement of changes in net assets available for plan benefits, the net appreciation (decline) in the fair value of its investments which consists of the realized gains or losses on investments sold during the year, and the unrealized appreciation (decline) on investments held at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded on an accrual basis.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Broker fees and other administrative expenses are paid by the Plan. A 0.95% maximum fee is charged annually on all portfolios, while an additional 0.25% is charged for pre-allocated portfolios. Other administrative expenses such as Plan audit fees are paid by the Sponsor.

Events Occurring After Reporting Date.

The Plan has evaluated events and transactions that occurred between December 31, 2013 and October 8, 2014, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

3. FAIR VALUE MEASUREMENTS

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels and gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 inputs) and lowest priority to unobservable inputs (level 3 inputs). The three broad levels of the fair value hierarchy are:

Level 1 - Inputs consist of unadjusted quoted prices in active markets for identical investments in active markets.

Level 2 - Inputs include quoted prices for similar investments in active markets; quoted prices for identical or similar investments in markets that are not active; and model-derived valuations whose significant value drivers are observable.

Level 3 - Inputs consist of investment valuations whose significant value drivers are not observable.

The investment's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at Year end and is included as Level 1 inputs.

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

3. FAIR VALUE MEASUREMENTS – CONTINUED

The following table presents the Plan's investments at fair value, categorized by level within the fair value hierarchy, on a recurring basis at December 31, 2013 and 2012.

December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Bonds	\$ 1,740,165	\$ -	\$ -	\$ 1,740,165
European Stock	232,427	-	-	232,427
Energy	1,834,217	-	-	1,834,217
Foreign Large Cap	3,653,614	-	-	3,653,614
Healthcare	298,286	-	-	298,286
Inflation protected bond	2,209,510	-	-	2,209,510
Large- cap	18,946,864	-	-	18,946,864
Mid-cap	5,484,966	-	-	5,484,966
Money Market	6,163,659	-	-	6,163,659
Natural resources	826,402	-	-	826,402
Real Estate	2,396,280	-	-	2,396,280
Short Term Gov.	6,858,417	-	-	6,858,417
Small-cap	1,636,895	-	-	1,636,895
Technology	329,204	-	-	329,204
Utilities	8,410,080	-	-	8,410,080
World Stock	1,686,637	-	-	1,686,637
Total investments	<u>\$ 62,707,623</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 62,707,623</u>

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

3. FAIR VALUE MEASUREMENTS – CONTINUED

December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds				
Bonds	\$ 1,489,447	\$ -	\$ -	\$ 1,489,447
Energy	1,059,376	-	-	1,059,376
European stock	321,978	-	-	321,978
Foreign large-cap	2,695,585	-	-	2,695,585
Healthcare	83,983	-	-	83,983
Inflation-protected bond	1,943,050	-	-	1,943,050
Large- cap	11,602,180	-	-	11,602,180
Mid-cap	3,464,291	-	-	3,464,291
Money Market	4,679,825	-	-	4,679,825
Natural resources	807,439	-	-	807,439
Real Estate	1,971,529	-	-	1,971,529
Short-term government	5,801,436	-	-	5,801,436
Small-cap	909,433	-	-	909,433
Technology	246,486	-	-	246,486
Utilities	4,419,830	-	-	4,419,830
World Stock	1,135,467	-	-	1,135,467
Total investments	<u>\$ 42,631,335</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 42,631,335</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2013 are reported in net appreciation in fair value of investments.

4. INVESTMENTS

All investments are participant directed. The following presents investments that represent 5% or more of the plans net assets:

	<u>2013</u>	<u>2012</u>
Vanguard Total Stock Market Index Signal	\$ 15,148,213	\$ 9,028,533
Vanguard Short-Term Federal Admiral	\$ 6,783,549	\$ 5,801,436
Vanguard Money Market Prime	\$ 6,156,982	\$ 4,672,621
MFS Utilities Fund Class R5	\$ 6,499,573	\$ 4,419,830

**LANDRUM PROFESSIONAL EMPLOYER SERVICES
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012**

5. INCOME TAX STATUS

The Plan received a favorable determination letter from the Internal Revenue Service (IRS) dated August 28, 2013 which stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Management is not aware of any uncertain tax positions that would require disclosure or accrual in accordance with generally accepted accounting principles. The Plan is no longer subject to tax examinations by tax authorities before 2010.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, each participant's account balance shall become fully vested and non-forfeitable. Plan assets will be allocated to provide benefits to participants based on their individual account balances. As benefits are based on account balances, they are not insured by the Pension Benefit Guaranty Corporation.

SUPPLEMENTARY INFORMATION

LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN
EIN# 59-2345956
FORM 5500 SCHEDULE H. LINE 4(i) -
SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	American Funds	American Funds Capital World Bond R6	\$ 105,070
	American Funds	American Funds Capital World G & I R6	1,685,195
	American Funds	American Funds EuroPacifc R6	2,978,288
	American Funds	American Funds Washington Mutual R6	1,522,591
	Buffalo Funds	Buffalo Small Cap	340,528
	Columbia	Columbia Communications & Information I	329,199
	Dreyfus Funds	Dreyfus Appreciation	198,705
	DWS Funds	DWS Health Care	298,286
	DWS Funds	DWS Technology A	5
	DWS Funds	DWS Global Small Cap A	7,397
	DWS Funds	DWS Global Small Cap B	3
	DWS Funds	DWS Growth and Income Fund A	30,295
	DWS Funds	DWS Growth and Income Fund B	3
	DWS Funds	DWS Large Cap Value Fund A	1
	DWS Funds	DWS Short Duration Fund A	2
	DWS Funds	DWS Small Cap Value A	3
	DWS Funds	DWS Strategic GOVT Securites A	74,858
	DWS Funds	DWS Strategic GOVT Securites B	10
	Fidelity Funds	Fidelity Advisor Int'l Discovery A	2,032
	JP Morgan Funds	JPMorgan Mid Cap Value Inst	607,992
	MFS	MFS Utilities A	1,910,507
	MFS	MFS Utilities Fund Class R5	6,499,573
	Principal Funds	Principal Investors High Yield II	227,099
	Principal Funds	Principal Mid Cap Blend	1,085,758
	Prudential Investments	Prudential Jennison Natural Resources Q	825,410
	SSGA Funds	SSgA REIT	2
	SSGA Funds	SSgA S&P Index 500	11
	T. Rowe Price Funds	T Rowe Price Mid Cap Growth	2,632,476
	T. Rowe Price Funds	T. Rowe Price New Asia	1,440
	T. Rowe Price Funds	T. Rowe Price New Era	992
	Vanguard Funds	Vanguard Energy Admiral	1,834,217
	Vanguard Funds	Vanguard European Stock Index Signal	232,427
	Vanguard Funds	Vanguard Inflation Protected Securities	2,209,510
	Vanguard Funds	Vanguard Int-Term Bond Index Signal	1,407,682
	Vanguard Funds	Vanguard Mid Cap Index Signal	1,158,740
	Vanguard Funds	Vanguard Money Market Prime	6,156,982
	Vanguard Funds	Vanguard REIT Index Signal	2,396,278
	Vanguard Funds	Vanguard Short-Term Bond Index Signal	14
	Vanguard Funds	Vanguard Short-Term Federal Admiral	6,783,549
	Vanguard Funds	Vanguard Small Cap Growth Index Adm	974,064
	Vanguard Funds	Vanguard Small Cap Index Signal	314,904
	Vanguard Funds	Vanguard Total Bond Market Index Signal	296
	Vanguard Funds	Vanguard Total Int'l Stock Index Signal	673,294
	Vanguard Funds	Vanguard Total Stock Market Index Signal	15,148,213
	Vanguard Funds	Vanguard Treasury Money Market	6,677
	Wells Fargo Advantage	Wells Fargo Growth A	2,047,046
	Participant Loans	4% - 9%	1,517,186
	Total		<u>\$ 64,224,809</u>

Column (d) has not been presented as this information is not applicable.

See independent auditors' report.

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

LANDRUM PROFESSIONAL EMPLOYER SERVICES RETIREMENT SAVINGS PLAN PLAN #338 EIN #: 59-2345956

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	American Funds	RCWGX - American Funds Capital World Bond R6		105,070
	American Funds	RERFX - American Funds EuroPacific R5		-
	American Funds	RERGX - American Funds EuroPacific R6		2,978,288
	American Funds	RGAFX - American Funds Growth Fund of America R5		-
	American Funds	RGAGX - American Funds Growth Fund of America R6		-
	American Funds	RWIGX - American Funds Capital World G & I R6		1,685,193
	American Funds	RWMGX - American Funds Washington Mutual R6		1,522,591
	Bridgeway	BRSIX - Bridgeway Ultra-Small Company Mkt		-
	Buffalo	BUFSX - Buffalo Small Cap		340,529
	Columbia	SCMIX - Columbia Communications & Information I		329,201
	Dreyfus	DGAGX - Dreyfus Appreciation		198,707
	Fidelity	FAIDX - Fidelity Advisor Int'l Discovery A		2,032
	Fidelity	FDAXX - Fidelity Daily Money Mkt		-
	Gabelli Funds/SSga	SSREX - SSgA REIT		1
	Gabelli Funds/SSga	SVSPX - SSgA S&P Index 500		11
	Jennison	PNRZX - Jennison Natural Resources		-
	JPMorgan	FLMVX - JPMorgan Mid Cap Value Inst		607,992
	JPMorgan	JAMCX - JPMorgan Mid Cap Value A		-
	Kemper Multi-Fund	KTCAX - DWS Technology A		-
	Kemper Multi-Fund	SUHAX - DWS Health Care		-
	MFS	MMUFX - MFS Utilities A		1,910,507
	MFS	MMUKX - MFS Utilities Fund Class R5		6,499,572
	Oppenheimer Funds	OPGVX - Oppenheimer Limited-Term Govt A		-
	Oppenheimer Funds	OPPAX - Oppenheimer Global Fund A		-
	Principal	PCBIX - Principal Mid Cap Blend		1,085,758
	Principal	PHYTX - Principal Investors High Yield II		227,099
	Prudential	PJNQX - Prudential Jennison Natural Resources Q		825,409
	Scudder Funds	SCHLX - DWS Health Care		298,286
	T Rowe Price	PRASX - T Rowe Price New Asia		1,439
	T Rowe Price	PRNEX - T Rowe Price New Era		992
	T Rowe Price	RPMGX - T Rowe Price Mid Cap Growth		2,632,476
	Vanguard	NAESX - Vanguard Small Cap Index		-
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		2,209,509
	Vanguard	VBSSX - Vanguard Short-Term Bond Index Signal		14
	Vanguard	VBTSX - Vanguard Total Bond Market Index Signal		296
	Vanguard	VESSX - Vanguard European Stock Index Signal		232,426
	Vanguard	VGELX - Vanguard Energy Admiral		1,834,217
	Vanguard	VGEXX - Vanguard Energy		-
	Vanguard	VGHCX - Vanguard Health Care		-
	Vanguard	VGRSX - Vanguard REIT Index Signal		2,396,278
	Vanguard	VGSIX - Vanguard REIT Index		-
	Vanguard	VIBSX - Vanguard Int-Term Bond Index Signal		1,407,682
	Vanguard	VIPSX - Vanguard Inflation Protected Secs		-
	Vanguard	VISGX - Vanguard Small Cap Growth Index		-
	Vanguard	VMISX - Vanguard Mid Cap Index Signal		1,158,741
	Vanguard	VMMXX - Vanguard Money Market Prime		6,156,982
	Vanguard	VSGAX - Vanguard Small Cap Growth Index Adm		974,064

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	Vanguard	VSGDX - Vanguard Short-Term Federal Admiral		6,783,548
	Vanguard	VSISX - Vanguard Small Cap Index Signal		314,904
	Vanguard	VTSGX - Vanguard Total Int'l Stock Index Signal		673,294
	Vanguard	VTSMX - Vanguard Total Stock Market Index		-
	Vanguard	VTSSX - Vanguard Total Stock Market Index Signal		15,148,213
	Vanguard	VUSXX - Vanguard Treasury Money Market		6,678
	Wells Fargo	SGRAX - Wells Fargo Growth A		2,047,046
	DWS	DWS GLOBAL SMALL CAP A		3
	DWS	DWS GLOBAL SMALL CAP B		0
	DWS	DWS GROWTH & INCOME FUND-A		30,295
	DWS	DWS GROWTH & INCOME FUND-B		3
	DWS	DWS LARGE CAP VALUE FUND-A		1
	DWS	DWS LARGE CAP VALUE FUND-B		0
	DWS	DWS Science and Technology A		5
	DWS	DWS SHORT DURATION FUND - B		0
	DWS	DWS SHORT DURATION FUND-A		2
	DWS	DWS Small Cap Value A		7,397
	DWS	DWS Small Cap Value B		3
	DWS	DWS STRATEGIC GOVT SECURITIES - A		74,858
	DWS	DWS STRATEGIC GOVT SECURITIES - B		10
	Participant Loans	4.25% to 6.25%		1,517,186