Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PLANMEMBER SERVICES CORPORATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

PLANMEMBER SERVICES CORPORATION

6187 CARPINTERIA AVENUE
CARPINTERIA, CA 93013

2b Employer Identification Number (EIN)
77-0309553

2c Sponsor's telephone number
805-684-1199

2d Business code (see instructions)
523900

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	KIMBERLY WILKES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	161
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**	127
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	42
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	169
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	169
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	150
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 2R

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan PLANMEMBER SERVICES CORPORATION 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 PLANMEMBER SERVICES CORPORATION	**D** Employer Identification Number (EIN) 77-0309553

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

TRI-STAR TRUST BANK

38-3563619

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

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

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

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 99 15 60 50	RECORDKEEPER	1010	Yes [X] No [ ]	Yes [ ] No [X]	8396	Yes [ ] No [X]

(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 [ ]

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
ASCENSUS	64	8396

(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.
PLAN MEMBER 77-0309553	RECORD KEEPING FEES

(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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
PLANMEMBER SERVICES CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLANMEMBER SERVICES CORPORATION

D Employer Identification Number (EIN)
77-0309553

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)	13078	16009
(2) Participant contributions	1b(2)		16864
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	160648	155845
(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)	331678	285760
(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)	7171923	8355455
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	48000	414786

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7725327	9244719
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7725327	9244719

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)	177860	
(B) Participants	2a(1)(B)	653109	
(C) Others (including rollovers)	2a(1)(C)	30473	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		861442
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(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)	12928	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12964
(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)	148160	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		148160
(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)		1428265
c Other income	2c		32866
d Total income. Add all **income** amounts in column (b) and enter total	2d		2483697
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	962342	
(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)		962342
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1963	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1963
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		964305
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1519392
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DAMITZ BROOKS NIGHTINGALE TURNER MO **(2)** EIN: 77-0076647

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
PLANMEMBER SERVICES CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLANMEMBER SERVICES CORPORATION

D Employer Identification Number (EIN)
77-0309553

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** 0

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

EIN(s): 45-0404698

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% 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):



PLANMEMBER SERVICES CORPORATION
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

DAMITZ
BROOKS
NIGHTINGALE
TURNER
MORRISSET

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
PlanMember Services Corporation

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the PlanMember Services Corporation 401(k) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material 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 6, which was certified by Ascensus, Inc. as agent for Frontier Trust Company, the trustee of the Plan and wholly owned subsidiary of Ascensus, Inc., 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 trustee held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the agent as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

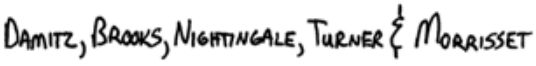
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held for investment purposes at December 31, 2013 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.

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

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



Damitz, Brooks, Nightingale,
Turner & Morrisset
Santa Barbara, California
October 13, 2014

PlanMember Services Corporation 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments at fair value		
Cash equivalents	$ 155,845	160,648
Interest in registered investment companies	8,693,441	7,171,923
PlanMember Financial Corporation Stock	76,800	48,000
	8,926,086	7,380,571
Receivables		
Notes receivable from participants	285,760	331,678
Participant contributions receivable	16,864	-
Employer contributions receivable	16,009	13,078
	318,633	344,756
Net Assets Available for Benefits	$ 9,244,719	$ 7,725,327

The accompanying notes are an integral part of these statements.

PlanMember Services Corporation 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to Net Assets Attributed to:		
Contributions		
Employee	$	653,109
Employer		177,860
Rollovers		30,473
Total contributions		861,442
Investment income		
Interest and dividends		100,594
Net unrealized appreciation in fair value of investments		461,111
Realized gains on investments		1,047,622
Total investment income		1,609,327
Interest income on notes receivable from participants		12,928
Total additions		2,483,697
Benefit payments and expenses		
Benefits paid to participants		962,477
Administrative expenses		1,828
Total benefit payments and expenses		964,305
Increase in net assets available for benefits		1,519,392
Net Assets Available for Benefits:		
Net assets - beginning of year		7,725,327
Net assets - end of year	$	9,244,719

The accompanying notes are an integral part of these statements.

PLANMEMBER SERVICES CORPORATION
401(k) PLAN
Notes to Financial Statements
December 31, 2013

1. PLAN DESCRIPTION

The following description of the PlanMember Services Corporation 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

On October 1, 1992, PlanMember Services Corporation adopted the Plan. The Plan is a defined contribution plan covering all employees of PlanMember Services Corporation (the Company). Employees are eligible to participate in the Plan on the next entry date after reaching age 21. The entry dates are the first day of January, April, July, and October. 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 100% of pre-tax annual compensation, as defined in the Plan, subject to the annual limitation imposed by the Internal Revenue Code (IRC), which was $17,500 for 2013. Participants who have attained age 50 before the end of the Plan year are eligible to make $5,500 of catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants may change or suspend their salary deduction amount at any time.

Participants may direct their contributions into any of the registered investment funds offered under contract with the trustee. The Plan currently offers forty-eight registered investment funds, two self-direct investment funds, and one cash equivalent fund as investment options for participants. Participants may change their investment choices daily.

The Company can make profit sharing, discretionary and/or matching contributions to the Plan. The Company's matching policy is determined annually, prior to the beginning of each plan year. The Company elected to make matching contributions of 50% of the participants' contributions up to 4% of compensation for the 2013 plan year.

1. PLAN DESCRIPTION (Cont.)

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's matching contribution and is charged with certain investment and administrative expenses. Contributions are allocated in accordance with participant allocation elections.

Investment earnings or losses are credited or charged to participant accounts based upon the increase or decrease in the market value per unit of investments held. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary matching contributions plus actual earnings thereon is based on years of service. A participant is 100% vested after three continuous calendar years of credited service. One calendar year is equal to 1,000 hours of service during any plan year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or one-half of their vested account balance. Loans are for a maximum of five years unless the proceeds are used to buy a principal residence, in which case the loan term may not exceed fifteen years. The loans are secured by the balance in the participant's account and bear interest at a fixed rate which is determined at the date of issuance. Plan participant loans at December 31, 2013 have rates ranging from 4.25% to 8.50%, which are commensurate with local prevailing rates as determined by the Plan Administrator for loans with like circumstances. Principal and interest are paid through payroll deduction or by payment to the Company.

Payment of Benefits

On termination of service due to death, disability, retirement, or termination of employment, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount. At December 31, 2013, all participants who elected to withdraw from the Plan and who requested a distribution of their account balance had received a distribution from the Plan.

Administrative Expenses

Administrative expenses, other than loan processing fees, are paid by the Company on behalf of the Plan. Plan administrative expenses paid by the Company for the 2013 plan year were approximately $23,500.

1. PLAN DESCRIPTION (Cont.)

Forfeitures Accounts

Forfeitures are available to pay Plan administrative expenses and matching contributions. No forfeitures were used to pay Plan administrative expenses or matching contributions for the year ended December 31, 2013. Unallocated forfeitures were $61,171 and $57,881 at December 31, 2013 and 2012, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates and Basis of Accounting

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's administrator and management to make estimates and assumptions that affect reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value.

Fair Value Measurements

The Financial Accounting Standards Board's Accounting Standard Codification (ASC) 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. Pursuant to ASC 820, assets and liabilities recorded at fair value are categorized based upon the level of judgment associated with the inputs used to measure fair value. ASC 820 establishes a three-level fair value hierarchy that describes the inputs that are used to measure the fair values of respective assets and liabilities. Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 – Quoted prices are available in active markets for identical investments as of the reporting date.

Level 2 – Pricing inputs, including broker quotes, are generally those other than exchange quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Level 3 – Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Cash Equivalents (Money Market funds): Valued at face value (Level 1)

Interest in Registered Investment Companies (Mutual funds): Valued at the net asset value (NAV) of shares held by the plan at year end. The per-share value is the closing price reported on the close of the business day. (Level 1)

PlanMember Financial Corporation (PFC) stock: Valued at fair value of PFC's Common Stock from a December 2010 recapitalization and stock purchase agreement in an arms-length transaction and was subsequently revalued in 2013 based on an arms-length sale transaction. This asset was classified as Level 3 at December 31, 2013 due to the lack of observable inputs in determining the stock valuation. (Note 4)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions to participants.

Payment of Benefits

Benefits are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Subsequent Events

Management has evaluated subsequent events through October 13, 2014, the date that the financial statements were available to be issued.

3. INVESTMENTS

The following investments represent five percent or more of the value of Plan net assets at December 31, 2013 or 2012:

	2013	2012
Plan Member IDX Portfolio V	$ 3,418,685	$ -
Plan Member IDX Portfolio IV	1,641,779	-
Plan Member IDX Portfolio III	1,128,855	-
Vanguard SM Cap Growth Index Inv	297,062	945,733
Vanguard Growth Index Inv	225,149	947,320
Vanguard Value Index Inv	129,211	1,057,242
Vanguard SM Cap Value Index Inv	109,775	805,878
Vanguard Pacific STK IDX Inv	11,494	431,406
FD Instl High Yield Bond IS	11,358	527,804

4. FAIR VALUE MEASUREMENTS

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

December 31, 2013	Fair Value (Level 1)	Fair Value (Level 2)	Fair Value (Level 3)	Total Fair Value of Assets
Interest in registered Investment companies:				
Money market funds	$ 155,845	$ -	$ -	$ 155,845
Blended U.S. and International Equity Funds	3,708,205	-	-	3,708,205
Blended U.S. and International Fixed Income Funds	68,700	-	-	68,700
Blended U.S. and International Hybrid Funds	3,273,797			3,273,797
International Equity Funds	253,188	-	-	253,188
U.S. Equity Funds	989,060	-	-	989,060
U.S. Fixed Income Funds	62,505	-	-	62,505
Brokerage Blended Funds	337,986	-	-	337,986
PlanMember Financial Corporation stock	-	-	76,800	76,800
	$ 8,849,286	$ -	$ 76,800	$ 8,926,086

December 31, 2012	Fair Value (Level 1)	Fair Value (Level 2)	Fair Value (Level 3)	Total Fair Value of Assets
Interest in registered Investment companies:				
Money market funds	$ 160,648	$ -	$ -	$ 160,648
Blended U.S. and International Equity Funds	312,036	-	-	312,036
Blended U.S. and International Fixed Income Funds	1,119,409	-	-	1,119,409
International Equity Funds	1,411,862	-	-	1,411,862
U.S. Equity Funds	3,989,680	-	-	3,989,680
U.S. Fixed Income Funds	338,936	-	-	338,936
PlanMember Financial Corporation stock	-	-	48,000	48,000
	$ 7,332,571	$ -	$ 48,000	$ 7,380,571

4. FAIR VALUE MEASUREMENTS (Cont.)

Level 3 Activity

The table below sets forth a summary of changes in the Plan's Level 3 assets for the year ended December 31:

	2013	2012
Beginning balance	$ 48,000	$ 48,000
Purchases	-	-
Unrealized gain	28,800	-
Ending balance	$ 76,800	$ 48,000

5. PLAN TERMINATION

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

6. INFORMATION CERTIFIED BY THE TRUSTEE

The Plan's investments were held by Frontier Trust Company. The Plan's administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee. The trustee's certifications apply to all Plan assets. Total net investment income as certified by the trustee for the year ended December 31, 2013 was $1,579,582. See Note 9 for a reconciliation to the investment income in the financial statements.

7. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the trustee by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe the Plan was qualified and the related trust was tax-exempt as of the financial statement date. As a result, the Plan has not provided for Federal or applicable state income taxes.

7. INCOME TAX STATUS (Cont.)

Uncertain Tax Positions

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for tax years prior to 2011.

8. RISKS AND UNCERTAINTIES

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

9. DIFFERENCES TO CERTIFIED TRUST STATEMENT

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

	2013	2012
Net assets available for benefits per financial statements	$ 9,244,719	$ 7,725,327
Adjustment for unrealized (gain) loss on revaluation of PlanMember Financial Corporation stock	(16,560)	12,240
Less: Accrued interest income on participant loans	(3,208)	(734)
Less: Employer contributions receivable	(16,009)	(13,078)
Less: Participants' contributions receivable	(16,864)	-
Net assets available for benefits per the Certified Trust Statement	$ 9,192,078	$ 7,723,755

9. DIFFERENCES TO CERTIFIED TRUST STATEMENT (Cont.)

The following is a reconciliation of contributions per the financial statements at December 31, 2013 to the Certified Trust Statement:

Total contributions per the financial statements	$ 861,442
Less: Current year employer contributions receivable	(16,009)
Less: Current year participants' contributions receivable	(16,864)
Add: Prior year employer contributions receivable	13,078
Total contributions per the Certified Trust Statement	$ 841,647

The following is a reconciliation of investment income per the financial statements at December 31, 2013 to the Certified Trust Statement:

Total investment income per the financial statements	$ 1,609,327
Reclassification of administrative expenses	(945)
Adjustment for (gain) loss recognized on revaluation of PlanMember Financial Corporation stock	(28,800)
Total investment income per the Certified Trust Statement	$ 1,579,582

Interest income on notes receivable from participants certified by the trustee for the year ended December 31, 2013 is $10,428. Interest income on notes receivable from participants in the Statement of Changes in Net Assets Available for Benefits is $12,928 due to the recording of accrued interest and adjustments at December 31, 2013 and 2012.

SUPPLEMENTAL SCHEDULE

PlanMember Services Corporation 401(k) Plan
PLAN #001 EIN #77-0326998
Schedule H - Part IV - Line 4i - Schedule Of Assets Held For Investment Purposes 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	(d) Cost	(e) Current Value
(1)		**Participant Loans**	Interest Rate Range: 4.25% - 8.50%		$ 285,760
*		Frontier Trust Company			
		Cash Equivalents			155,845
		Mutual Funds			
		VANGUARD GNMA INV	Mutual Fund		72
		AM FD AMCAP R6	Mutual Fund		23,430
		T. ROW PRICE VALUE INV	Mutual Fund		25,408
		VANGUARD VALUE INDEX INV	Mutual Fund		129,211
		DFA US CORE EQUITY I I	Mutual Fund		7,985
		VANGUARD GROWTH INDEX INV	Mutual Fund		225,149
		AM FD NEW WORLD R6	Mutual Fund		51,021
		T. ROWE PRICE NEW ASIA INV	Mutual Fund		3,384
		T. ROWE PRICE INTL BD INV	Mutual Fund		1,115
		AM FD NEW ECON R6	Mutual Fund		10,225
		T. ROWE PRICE HIGH YIELD INV	Mutual Fund		9,932
		T.ROWE PRICE INTL STOCK INV	Mutual Fund		3,439
		T. ROWE PRICE NEW INC INV	Mutual Fund		13,004
		VANGUARD HIGH YIELD CORP IVN	Mutual Fund		602
		T. ROWE PRICE EQTY INC INV	Mutual Fund		32,469
		T. ROWE PRICE GROWTH STOCK INV	Mutual Fund		50,167
		VANGUARD SHRT TERM FED INV	Mutual Fund		5,266
		AM FD EUROPACIFIC GROWTH R6	Mutual Fund		72,133
		AM FD SMALL CAP WORLD R6	Mutual Fund		4,895
		VANGUARD PACIFIC STK IDX INV	Mutual Fund		11,494
**		PLAN MEMBER IDX PORTFOLIO I	Mutual Fund		203,419
**		PLAN MEMBER IDX PORTFOLIO V	Mutual Fund		3,418,684
		T. ROWE PRICE INTL DISCOVERY INV	Mutual Fund		12,381
		VANGUARD EURO STOCK INDEX INV	Mutual Fund		73,043
		AM FD FNDMNTAL INV R6	Mutual Fund		5,900
**		PLAN MEMBER HYBRID PORTFOLIO V	Mutual Fund		151,645
**		PLAN MEMBER IDX PORTFOLIO II	Mutual Fund		267,837
**		PLAN MEMBER IDX PORTFOLIO IV	Mutual Fund		1,641,779
		T. ROWE PRICE SHORT TERM BOND INV	Mutual Fund		1,227
		VANGUARD SM CAP VALUE INDEX INV	Mutual Fund		109,775
		AM FD CAPTL WORLD GRTH & INC R6	Mutual Fund		75,087
		AM FDS WASH MUTUAL INVESTORS R6	Mutual Fund		10,901
		FD INSTL HIGH YIELD BOND IS	Mutual Fund		11,358
**		PLAN MEMBER IDX PORTFOLIO IV	Mutual Fund		2,286
**		PLAN MEMBER IDX PORTFOLIO III	Mutual Fund		1,128,855
		VANGUARD SM CAP GROWTH INDEX INV	Mutual Fund		297,062
		VANGUARD TOTAL INTL STOCK IDX FD	Mutual Fund		14,002
		AM FD AM HIGH INC TRST R6	Mutual Fund		47,276
**		PLAN MEMBER HYBRID PORTFOLIO III	Mutual Fund		29,621
		VANGUARD INFLTN PROTECTED SEC INV	Mutual Fund		27,228
		VANGUARD TOTAL BD MARKT INDEX INV	Mutual Fund		5,708
		AM FD GROWTH OF AM R6	Mutual Fund		18,338
		T. ROWE PRICE EMERGING MKTS STOCK	Mutual Fund		8,120
		T. ROWE PRICE INTL GROWTH AND INC INV	Mutual Fund		3,056
		VANGUARD LG TERM TREASURY INV	Mutual Fund		68
		VANGUARD SM CAP VALUE INDEX ADDMIR	Mutual Fund		100,933
		VANGUARD INRMEDIATE-TERM INV GRD	Mutual Fund		4,971
		VANGUARD ST INVESTMENT GRD INV	Mutual Fund		4,495
		Self-Directed Brokerage Accounts			
		VMS Ameritrade Self-Directed Invest Fd	Mutual Fund		334,695
		VMS Ameritrade Self-Directed Cash Fund	Mutual Fund		3,290
		Other Investment			
**		PlanMember Financial Corporation	Class B Common Stock		76,800
					$ 9,211,846

(1) The interest rates range from 4.25% to 8.50% and the maturity dates range from 6/2014 to 3/2026. Loans to participants are collateralized by participant's vested account balances.

* Custodian for the Plan and, therefore, a party-in-interest for which a statutory exemption exists.

** Securities of the Plan Sponsor, a party-in-interest for which a statutory exemption exists.

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

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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	American Funds AMCAP R6	0	23,430
	American Funds	American Funds American Hi Inc Tr R6	0	47,276
	American Funds	American Funds Capital World G/I R6	0	75,087
	American Funds	American Funds EuroPacific Gr R6	0	72,133
	American Funds	American Funds Fundamental Invs R6	0	5,900
	American Funds	American Funds Growth Fund of Amer R6	0	18,338
	American Funds	American Funds New Economy R6	0	10,225

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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	Vanguard Growth Index Inv	0	225,149
	Vanguard	Vanguard High Yield Corp Inv	0	602
	Vanguard	Vanguard Inflation-Protected Sec Inv	0	27,228
	Vanguard	Vanguard Intermediate-Term Inv Grade Inv	0	4,971
	Vanguard	Vanguard Long-Term Investment Grade Inv	0	68
	Vanguard	Vanguard Pacific Stock Index Inv	0	11,494
	Vanguard	Vanguard Prime Money Market Inv	0	155,845

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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	Vanguard Short-Term Federal Inv	0	5,266
	Vanguard	Vanguard Short-Term Investment Grade Inv	0	4,493
	Vanguard	Vanguard Small-Cap Growth Index Inv	0	297,062
	Vanguard	Vanguard Small-Cap Value Index Inv	0	109,775
	Vanguard	Vanguard Total Bond Market Index Inv	0	5,708
	Vanguard	Vanguard Total Intl Stock Index Inv	0	14,002
	Vanguard	Vanguard Value Index Inv	0	129,211

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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
	Federated	Federated Instl High Yield Bond IS	0	11,358
	DFA	DFA U.S. Core Equity I I	0	7,985
	VMS	VMS Ameritrade Self-Direct Cash Fund	0	3,290
	American Funds	American Funds New World R6	0	51,021
	VMS	VMS Ameritrade Self-Directed Invest Fd	0	334,696
	Vanguard	Vanguard Small-Cap Growth Index Admiral	0	100,933
	American Funds	American Funds SMALLCAP World R6	0	4,895

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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	American Funds Washington Mutual R6	0	10,901
	T. Rowe Price	T. Rowe Price Emerging Mkts Stock Inv	0	8,120
	T. Rowe Price	T. Rowe Price Eqty Income Inv	0	32,469
	T. Rowe Price	T. Rowe Price Growth Stock Inv	0	50,167
	T. Rowe Price	T. Rowe Price High Yield Inv	0	9,932
	T. Rowe Price	T. Rowe Price Intl Bond Inv	0	1,115
	T. Rowe Price	T. Rowe Price Intl Discovery Inv	0	12,381

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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
	T. Rowe Price	T. Rowe Price Intl Growth And Inc Inv	0	3,056
	T. Rowe Price	T. Rowe Price Intl Stock Inv	0	3,439
	T. Rowe Price	T. Rowe Price New Asia Inv	0	3,384
	T. Rowe Price	T. Rowe Price New Income Inv	0	13,004
	T. Rowe Price	T. Rowe Price Short Term Bond Inv	0	1,227
	T. Rowe Price	T. Rowe Price Value Inv	0	25,408
	Vanguard	Vanguard European Stock Index Inv	0	73,043

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
Plan Sponsor's Name PLANMEMBER SERVICES CORPORATION **PN:** 001

(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	Vanguard GNMA Inv	0	72
	Plan Member Stock	Outside Asset for Plan Member	0	76,800
	Participant's Loan Account	Various Rates and Maturities	0	285,760
	DFA	DFA International Core Equity Portfolio	0	15,284
	DFA	DFA U.S. Core Equity I Portfolio Institutional Class	0	20,083
	DFA	DFA Emerging Markets Portfolio Institutional Class	0	14,418
	Vanguard	Vanguard Total International Stock Index Fund Investor Shares	0	64,393

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Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
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(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	Vanguard Total Bond Market Index Fund Investor	0	146,700
	Vanguard	Vanguard GNMA Fund Investor Shares	0	97,844
	Vanguard	Vanguard Short-Term Investment-Grade Fund	0	130,865
	Vanguard	Vanguard Intermediate-Term Investment-Grade	0	369,792
	Vanguard	Vanguard Pacific Stock Index Fund Investor	0	456,590
	Vanguard	Vanguard European Stock Index Fund Investor	0	247,517
	Vanguard	Vanguard Value Index Fund Investor Shares	0	989,970

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PLANMEMBER SERVICES CORPORATION 401(K) PLAN **EIN:** 77-0309553
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(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	Vanguard Growth Index Fund Investor Shares	0	954,233
	Vanguard	Vanguard Small Capitalization Value Index Fund	0	1,206,209
	Vanguard	Vanguard Small Capitalization Growth Index Fund	0	1,132,775
	Federated	Federated Institutional High Yield Bond Fund	0	394,557
	T. Rowe Price	T. Rowe Price Emerging Markets Stock Fund	0	449,607
	Mid Atlantic	Mid Atlantic Master Cash Account	0	153,292