

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>TPR EDUCATION LLC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2012</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2012</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2012</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TPR EDUCATION LLC</u> <u>24 PRIME PARKWAY</u> <u>SUITE 201</u> <u>NATICK, MA 01760</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>45-4924149</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>508-663-5059</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>611000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>45-4924149</u>	2c Sponsor's telephone number <u>508-663-5059</u>	2d Business code (see instructions) <u>611000</u>	
2b Employer Identification Number (EIN) <u>45-4924149</u>					
2c Sponsor's telephone number <u>508-663-5059</u>					
2d Business code (see instructions) <u>611000</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	MICHELLE BERGLAND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	MICHELLE BERGLAND
	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	370
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	606
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	33
d Subtotal. Add lines 6a , 6b , and 6c		6d	639
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	639
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	220
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	22
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 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan TPR EDUCATION LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TPR EDUCATION LLC	D Employer Identification Number (EIN) 45-4924149	

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	
CHARLES SCHWAB INVESTMENT MGMT CO.	211 MAIN STREET SAN FRANCISCO, CA 94105
94-3106735	

(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)

CHERNOFF DIAMOND & CO., LLC

11-2836994

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17 37 50 64	NONE	4000	Yes ☐ No ☒	Yes ☐ No ☒	9867	Yes ☐ No ☒

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
19	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	4195	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
CHERNOFF DIAMOND & CO., LLC	11 15 17 37 50 64	9867
(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.
CHARLES SCHWAB & CO., INC. 94-1737882	MUTUAL FUND REVENUE RECAPTURE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19	4195
(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.
CHERNOFF DIAMOND & CO., LLC 11-2836994	725 RXR PLAZA EAST TOWER UNIONDALE, NY 11556	CUSTODIAL FEES PAID BY CHERNOFF DIAMOND
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>TPR EDUCATION LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TPR EDUCATION LLC</u>	D Employer Identification Number (EIN) <u>45-4924149</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	95	95
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	11567	25653
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	154723	205814
	(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)	97810	88877
	(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)	2546668	3939961
	(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	2810863	4260400

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	2810863	4260400
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	301052	
(B) Participants	2a(1)(B)	789695	
(C) Others (including rollovers)	2a(1)(C)	70121	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1160868

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(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)	3406	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3424

(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)	151572	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		151572

(3) Rents	2b(3)		
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(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)		620209
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1936073

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	470947	
(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)		470947
f Corrective distributions (see instructions).....	2f		8171
g Certain deemed distributions of participant loans (see instructions).....	2g		3418
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	4000	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		486536

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1449537
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: BDO USA, LLP

(2) EIN: 13-5381590

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.			

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 <u>TPR EDUCATION LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TPR EDUCATION LLC</u>	D Employer Identification Number (EIN) <u>45-4924149</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-3149038</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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): _____



TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements (and supplemental
schedules)

Year Ended December 31, 2013 and period from
June 1, 2012 through December 31, 2012

TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements (and supplemental schedules)
Year Ended December 31, 2013 and period from June 1, 2012
through December 31, 2012

TPR Education, LLC 401(k) Profit Sharing Plan

Index

Independent Auditor's Report	3-4
------------------------------	-----

Financial Statements:

Statements of Net Assets Available for Benefits	6
Statements of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8-13

Supplemental Schedules:

Schedule of Assets (held at end of year) - December 31, 2013	15
Schedule of Assets (held at end of year) - December 31, 2012	16



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Two International Place
Boston, MA 02110

Independent Auditor's Report

Plan Administrator
TPR Education, LLC 401(k) Profit Sharing Plan
Natick, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the year ended December 31, 2013 and the period from June 1, 2012 through December 31, 2012, 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 7, which was certified by Charles Schwab Bank, the plan trustee, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the plan trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee for the periods noted above, that the information provided to the plan administrator by the plan trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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 at end of year) as of December 31, 2013 and 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the plan 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.

BDO USA, LLP

October 15, 2014

Financial Statements

TPR Education, LLC 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2013	2012
Assets		
Investments:		
Money market fund	\$ 205,814	\$ 154,723
Mutual funds	3,939,961	2,546,668
Total Investments	4,145,775	2,701,391
Participant Notes Receivable	88,972	97,905
Employer Contribution Receivable	25,653	11,567
Net Assets Available for Benefits	\$ 4,260,400	\$ 2,810,863

See accompanying notes to financial statements.

TPR Education, LLC 401(k) Profit Sharing Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2013	Period From June 1, 2012 Through December 31, 2012
Additions:		
Investment Income:		
Net appreciation in fair value of investments	\$ 620,209	\$ 115,294
Dividend and interest income	151,590	50,017
Participant Notes Receivable Interest Income	3,406	2,518
Total income	775,205	167,829
Contributions:		
Participants	789,695	377,997
Employer	301,052	142,334
Rollovers	70,121	2,149,026
Total contributions	1,160,868	2,669,357
Total additions	1,936,073	2,837,186
Deductions:		
Benefits paid to participants	479,118	25,498
Administrative expenses	4,000	825
Deemed loan distributions	3,418	-
Total deductions	486,536	26,323
Net Increase	1,449,537	2,810,863
Net Assets Available for Benefits, beginning of period	2,810,863	-
Net Assets Available for Benefits, end of period	\$ 4,260,400	\$ 2,810,863

See accompanying notes to financial statements.

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

1. Description of Plan

The following description of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, established June 1, 2012, covering substantially all employees of TPR Education, LLC and TPR Admissions Consulting LLC (collectively the "Companies"). All employees, except employees who are governed by a collective bargaining agreement, nonresident aliens, Company Owned Site ("COS") Instructors who are not Institutional Test Prep or Senior Instructors, residents of Puerto Rico, interns, short-term assignment employees and hourly paid employees are eligible to participate in the Plan on date of hire and have obtained the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants of the Plan may elect to contribute a percentage of pretax annual compensation up to the maximum allowed by law as defined in the Plan. Participants may elect two types of salary deferrals, regular 401(k) deferrals and Roth 401(k) deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Companies will make matching contributions up to 50% of the first 6% of annual compensation that a participant contributes.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, deferrals or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Vesting in the Companies' contribution is based on years of continuous service. A participant is 100 percent vested after 4 years of credited service, vesting at a rate of 25% per 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 50% of their vested account balance. Borrowings are secured by the balance in the participant's account and bear interest at rates commensurate with rates charged by a bank or similar institution in a similar circumstance. Interest rates for all loans are 4.25% at December 31, 2013. Principal and interest is paid ratably through payroll deductions. Loan terms range from one to five years or greater for the purchase of a primary residence.

Notes receivable from participants are measured at their unpaid principal balance. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document.

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

Payment of Benefits

Upon retirement, disability, or death, distributions will be paid as soon as administratively possible in a lump sum or as an annuity. Upon termination of service other than by retirement, disability, or death, a participant will receive a lump sum payment if the total of their vested account balance does not exceed \$1,000. If the vested account balance exceeds \$1,000, the assets will generally be held in a trust until the participant's normal or early retirement date. However, terminated participants may elect to receive their salary deferral accounts in the year following termination.

Forfeited Accounts

When certain termination of participation in the Plan occurs, the non-vested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are first used to pay administrative expenses of the Plan and then to reduce future Company contributions. To date, forfeitures have not been material.

Administrative Expenses

Expenses incurred in connection with plan administration and certain transaction fees are paid by the Plan. Certain other costs for administering the Plan are paid by the Companies.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Valuation of Investments and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Money market and mutual funds represent investments with various investment managers. The fair values of these investments are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in money market and mutual funds are traded on national securities exchanges and valued at the net asset value as of December 31, 2013 and 2012.

Purchases and sales of the investments within the Plan are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Use of Estimates

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

Payment of Benefits

Benefits are recorded when paid.

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

Risks and Uncertainties

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

Subsequent Events

The Plan evaluated all events and transactions that occurred after December 31, 2013 through October 15, 2014, the date these financial statements were available to be issued.

In August 2014, the Plan's sponsor was acquired by Tutor.com. The Plan was also amended to exclude bonuses from the definition of compensation, effective January, 2014.

3. Investments

The following presents investments that represent five percent or more of the Plan's net assets available for benefits:

<i>December 31,</i>	2013	2012
Allianz Gi Nfj Div Value Fund D	\$ 308,517	\$ 260,846
Aston Fairpointe Mid Cap Fd Cl N	685,744	479,211
Buffalo Growth Fund	448,654	-
Schwab S&P 500 Index Fund - Select S	281,099	157,043
Scout International Fund	342,927	-
T Rowe Retirement 2030 Fd Advisor Cl	321,628	237,306
T Rowe Retirement 2040 Fd Advisor Cl	231,016	104,113*
Schwab Retirement Advtg Money Fund	205,814*	154,723
Janus Overseas FD CLT	-	311,974
Marsico 21 st Century FD	-	347,082

*Investments less than 5%.

4. Plan Termination

Although it has not expressed any intent to do so, the Companies have 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 percent vested in their Companies' contributions.

5. Tax Status

The Plan uses the SunGard Corbel Inc. volume submitter plan. The Internal Revenue Service has issued an opinion letter, March 31, 2008, stating that the volume submitter plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since the date of the letter, the Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and that the Plan continues to be tax-exempt.

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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.

6. Party-in-Interest Transactions

Certain Plan investments are managed by the trustees of the Plan. Transactions with Charles Schwab Bank ("CSB"), Charles Schwab Trust Company ("CSTC"), a division of Charles Schwab Bank, qualify as party-in-interest transactions. Participant notes receivable also qualify as party-in-interest transactions.

7. Information Certified by the Plan Trustee

Plan investments, investment transactions, and investment income were certified by Charles Schwab Bank, the Plan trustee. Therefore, in accordance with the request of the Plan administrator and as allowed under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

The Plan trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

<i>December 31,</i>	2013	2012
Investments:		
Mutual funds	\$ 3,939,961	\$ 2,546,668
Money market fund	205,814	154,723
	\$ 4,145,775	\$ 2,701,391
	Year Ended December 31, 2013	Period From June 1, 2012 Through December 31, 2012
Investment income:		
Net appreciation in fair value of mutual funds	\$ 620,209	\$ 115,294
Interest and dividend income	151,590	50,017
	\$ 771,799	\$ 165,311

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

8. Fair Value Measurements

The Plan follows the guidance in ASC Topic 820, Fair Value Measurements. ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Basis of Fair Value Measurement:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2013 and 2012. As required by ASC Topic 820, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

<i>December 31, 2013</i>	Investment Assets			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Large-Cap	\$ 1,287,951	\$ -	\$ -	\$ 1,287,951
Balanced	1,071,544	-	-	1,071,544
Mid-Cap	685,744	-	-	685,744
International	559,158	-	-	559,158
Fixed Income	236,045	-	-	236,045
Small-Cap	77,577	-	-	77,577
Aggressive	21,942	-	-	21,942
Money market fund	205,814	-	-	205,814
Total	\$ 4,145,775	\$ -	\$ -	\$ 4,145,775

TPR Education, LLC 401(k) Profit Sharing Plan

Notes to Financial Statements

<i>December 31, 2012</i>	Investment Assets			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Large-Cap	\$ 850,080	\$ -	\$ -	\$ 850,080
Balanced	584,588	-	-	584,588
Mid-Cap	479,211	-	-	479,211
International	422,941	-	-	422,941
Fixed Income	162,013	-	-	162,013
Small-Cap	30,093	-	-	30,093
Aggressive	17,742	-	-	17,742
Money market fund	154,723	-	-	154,723
Total	\$ 2,701,391	\$ -	\$ -	\$ 2,701,391

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Supplemental Schedules

TPR Education, LLC 401(k) Profit Sharing Plan

Schedule of Assets (held at end of year)

EIN: 45-4924149
Plan Number: 001

December 31, 2013

(a)	(b) Identity of Issues, 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
	Aston Fairpointe Mid Cap Fd Cl N	15,596 Shares	a	\$ 685,744
	Buffalo Growth Fund	12,874 Shares	a	448,654
	Scout International Fund	9,204 Shares	a	342,927
	T Rowe Retirement 2030 Fd Advisor Cl	14,333 Shares	a	321,628
	Allianz Gi Nfj Div Value Fund D	19,294 Shares	a	308,517
*	Schwab S&P 500 Index Fund - Select S	9,743 Shares	a	281,099
	T Rowe Retirement 2040 Fd Advisor Cl	9,936 Shares	a	231,016
*	Schwab Retirement Advtg Money Fund	205,814 Shares	a	205,814
	Vanguard Total Intl Stk Index Fd Inv	12,077 Shares	a	202,285
*	Schwab Total Stk Mkt Index	5,442 Shares	a	183,233
	Westcore Plus Bond Fund Retail	14,959 Shares	a	160,215
	T Rowe Price Retirement 2045 Adv	10,071 Shares	a	156,403
	T. Rowe Price Retirement 2050 Adv	10,428 Shares	a	135,247
	T Rowe Price Retirement 2035 Adv	7,415 Shares	a	120,271
	Keeley Small Cap Value Fund A	2,021 Shares	a	77,577
	Vanguard Total Bd Mkt Index Fd Inv	6,300 Shares	a	66,532
	Oakmark Fund I	1,044 Shares	a	66,448
	T Rowe Price Ret 2055 Adv	3,004 Shares	a	38,696
	T Rowe Price Retirement 2015 Adv	2,113 Shares	a	30,154
	Oakmark Equity Income Fd I	672 Shares	a	21,942
	T Rowe Retirement 2010 Fd Advisor Cl	876 Shares	a	15,525
	T Rowe Retirement 2020 Fd Advisor Cl	736 Shares	a	14,922
	Third Avenue Value Fund Instl	244 Shares	a	13,946
	Federated Income Trust Institutional	915 Shares	a	9,298
	T Rowe Price Retirement 2025 Adv	502 Shares	a	7,682
*	Participant Notes Receivable	Interest rate of 4.25%	-	88,972
				\$ 4,234,747

* - A party-in-interest as defined by ERISA.

a - The cost of participant - directed investments is not required to be disclosed.

TPR Education, LLC 401(k) Profit Sharing Plan

Schedule of Assets (held at end of year)

EIN: 45-4924149
Plan Number: 001

December 31, 2012

(a)	(b) Identity of Issues, 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
	Aston Fairpointe Mid Cap Fd Cl N	14,352 Shares	a	\$ 479,211
	Marsico 21st Century Fd	24,809 Shares	a	347,082
	Janus Overseas Fd Cl T	9,125 Shares	a	311,974
	Allianz GI Nfj Div Value Fund D	20,523 Shares	a	260,846
	T Rowe Retirement 2030 Fd Advisor Cl	12,616 Shares	a	237,306
*	Schwab S&P 500 Index Fund - Select S	7,077 Shares	a	157,043
*	Schwab Retirement Advtg Money Fund	154,723 Shares	a	154,723
	Westcore Plus Bond Fund Retail	10,249 Shares	a	115,196
	Vanguard Total Intl Stk Index Fd Inv	7,000 Shares	a	104,856
	T Rowe Retirement 2040 Fd Advisor Cl	5,488 Shares	a	104,113
	T Rowe Price Retirement 2045 Adv	8,136 Shares	a	103,004
	T Rowe Price Retirement 2035 Adv	4,123 Shares	a	55,036
	Davis New York Venture Fund Class A	1,500 Shares	a	52,160
	T. Rowe Price Retirement 2050 Adv	4,026 Shares	a	42,632
*	Schwab Total Stk Mkt Index	1,279 Shares	a	32,949
	Vanguard Total Bd Mkt Index Fd Inv	2,906 Shares	a	32,225
	Keeley Small Cap Value Fund A	1,052 Shares	a	30,093
	Oakmark Equity Income Fd I	623 Shares	a	17,742
	Federated Income Trust Institutional	1,375 Shares	a	14,592
	T Rowe Price Ret 2055 Adv	1,318 Shares	a	13,835
	T Rowe Retirement 2010 Fd Advisor Cl	689 Shares	a	11,305
	T Rowe Price Retirement 2015 Adv	632 Shares	a	8,121
	Third Avenue Value Fund Instl	123 Shares	a	6,110
	T Rowe Retirement 2020 Fd Advisor Cl	313 Shares	a	5,573
	T Rowe Price Retirement 2025 Adv	280 Shares	a	3,664
*	Participant Notes Receivable	Interest rates of 4.25% to 7.75%	-	97,905
				\$ 2,799,296

* - A party-in-interest as defined by ERISA.

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TPR EDUCATION 401(K) PLAN
Information for Form 5500, Schedule C
For January 1, 2013 - December 31, 2013

Appendix 1 - Shareholder Servicing Payment Rates :

Charles Schwab & Co., Inc. and its affiliates ("Schwab") may receive indirect compensation from mutual fund companies or their affiliates for shareholder related services. The rate received by Schwab may change from time to time as changes are made by mutual fund companies. Outlined below is an illustration of rates received by Schwab as of the end of the reporting period for funds held in your plan at that time.

On average, the rate earned with respect to your plan's mutual fund holding(s) at Charles Schwab Bank in the fund family(ies) listed is 0.02%, as further detailed below:

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.00 - 0.02% of average daily balance of assets
Aston	20-4747475	Range of 0.00 - 0.02% of average daily balance of assets
Buffalo	Not Available	Range of 0.00 - 0.02% of average daily balance of assets
Federated	25-1111467	Range of 0.00 - 0.02% of average daily balance of assets
Keeley	Not Available	Range of 0.00 - 0.02% of average daily balance of assets
Oakmark	04-3276558	Range of 0.00 - 0.02% of average daily balance of assets
Scout	43-1270132	Range of 0.00 - 0.02% of average daily balance of assets
T. Rowe Price	52-2264646	Range of 0.00 - 0.02% of average daily balance of assets
Third Avenue	01-0690900	Range of 0.00 - 0.02% of average daily balance of assets
Westcore	Not Available	Range of 0.00 - 0.02% of average daily balance of assets

Please note, the EIN for Fund Family/Provider was provided by Morningstar and is based on how the fund is marketed on the fund website or in other sales literature. Morningstar evaluates the legal entity options that are available and assigns the Provider Company EIN reflected in the above table(s). The EIN should be representative of the mutual fund company or its affiliates, one or more of which may pay Schwab for shareholder related services.

For more details, please refer to your Schwab service, trust or custody agreements.

If you need additional information, please contact your third party administrator or recordkeeper.

Supplemental Schedules

TPR Education, LLC 401(k) Profit Sharing Plan

Schedule of Assets (held at end of year)

EIN: 45-4924149
Plan Number: 001

December 31, 2013

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	Aston Fairpointe Mid Cap Fd Cl N	15,596 Shares	a	\$ 685,744
	Buffalo Growth Fund	12,874 Shares	a	448,654
	Scout International Fund	9,204 Shares	a	342,927
	T Rowe Retirement 2030 Fd Advisor Cl	14,333 Shares	a	321,628
	Allianz Gi Nfj Div Value Fund D	19,294 Shares	a	308,517
*	Schwab S&P 500 Index Fund - Select S	9,743 Shares	a	281,099
	T Rowe Retirement 2040 Fd Advisor Cl	9,936 Shares	a	231,016
*	Schwab Retirement Advtg Money Fund	205,814 Shares	a	205,814
	Vanguard Total Intl Stk Index Fd Inv	12,077 Shares	a	202,285
*	Schwab Total Stk Mkt Index	5,442 Shares	a	183,233
	Westcore Plus Bond Fund Retail	14,959 Shares	a	160,215
	T Rowe Price Retirement 2045 Adv	10,071 Shares	a	156,403
	T. Rowe Price Retirement 2050 Adv	10,428 Shares	a	135,247
	T Rowe Price Retirement 2035 Adv	7,415 Shares	a	120,271
	Keeley Small Cap Value Fund A	2,021 Shares	a	77,577
	Vanguard Total Bd Mkt Index Fd Inv	6,300 Shares	a	66,532
	Oakmark Fund I	1,044 Shares	a	66,448
	T Rowe Price Ret 2055 Adv	3,004 Shares	a	38,696
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	T Rowe Retirement 2030 Fd Advisor Cl	12,616 Shares	a	237,306
*	Schwab S&P 500 Index Fund - Select S	7,077 Shares	a	157,043
*	Schwab Retirement Advtg Money Fund	154,723 Shares	a	154,723
	Westcore Plus Bond Fund Retail	10,249 Shares	a	115,196
	Vanguard Total Intl Stk Index Fd Inv	7,000 Shares	a	104,856
	T Rowe Retirement 2040 Fd Advisor Cl	5,488 Shares	a	104,113
	T Rowe Price Retirement 2045 Adv	8,136 Shares	a	103,004
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