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
MSD CAPITAL, L.P. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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

MSD CAPITAL, L.P.

645 FIFTH AVENUE
21ST FLOOR
NEW YORK, NY 10022-5910

2b Employer Identification Number (EIN)
74-2880190

2c Sponsor's telephone number
212-303-1661

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	LISA MASONE
	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**	130
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**	98
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	36
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	134
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	134
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	130
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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:
2F 2G 2J 2T 3D 2E

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)** [X] **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 MSD CAPITAL, L.P. 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MSD CAPITAL, L.P.	**D** Employer Identification Number (EIN) 74-2880190

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	175	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARIEL APPRECIATION - U.S. BANCORP 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARIEL FUND - U.S. BANCORP FUND SER P.O. BOX 701 MILWAUKEE, WI 53201	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LM CM VALUE C - STATE STREET BANK 04-0025081	1.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MANAGERS BOND FUND - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SENTINEL COM STK A - SENTINEL ADMI 03-0316212	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
MSD CAPITAL, L.P. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MSD CAPITAL, L.P.

D Employer Identification Number (EIN)
74-2880190

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	516212

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
MSD CAPITAL, L.P. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MSD CAPITAL, L.P.

D Employer Identification Number (EIN)
74-2880190

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	364389	435790
(2) Participant contributions	1b(2)	39312	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	278948	321525
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	60458	87533
(9) Value of interest in common/collective trusts	1c(9)	638935	516212
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	11971633	16341036
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13353675	17702096
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	13353675	17702096

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)	435790	
(B) Participants	2a(1)(B)	1027674	
(C) Others (including rollovers)	2a(1)(C)	605718	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2069182
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	31	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3679	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3710
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	660190	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		660190
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-4562
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2271874
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		5000394

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	651778	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		651778
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	195	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		195
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		651973

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		4348421
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY LLP **(2)** EIN: 42-0714325

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
MSD CAPITAL, L.P. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MSD CAPITAL, L.P.

D Employer Identification Number (EIN)
74-2880190

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

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

EIN(s): 04-6568107

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):

MSD Capital, L.P.
401(k) Plan

Financial Report
December 31, 2013

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McGladrey

Independent Auditor's Report

To the Plan Administrator
MSD Capital, L.P. 401(k) Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the MSD Capital, L.P. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related 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 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee 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 schedule, Schedule H, Line 4(i) – schedule of assets (held at end of year), as of 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 purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.



New York, New York
October 10, 2014

MSD Capital, L.P. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

Assets	**2013**	2012
Investments, at fair value:		
Mutual funds	**$ 16,662,561**	$ 12,250,581
Common collective trust	**516,212**	638,935
Total investments, at fair value	**17,178,773**	12,889,516
Receivables:		
Employee contributions	**-**	39,312
Non-elective employer contribution receivable	**435,790**	364,389
Notes receivable from participants	**87,533**	60,458
Total receivables	**523,323**	464,159
Net assets available for benefits, at fair value	**17,702,096**	13,353,675
Adjustment From Fair Value to Contract Value for Interest in Collective Trust Related to Fully Benefit-Responsive Investment Contracts	**(7,781)**	(18,285)
Net assets available for benefits	**$ 17,694,315**	$ 13,335,390

See Notes to Financial Statements.

MSD Capital, L.P. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to Net Assets Attributed to:		
Net appreciation in fair value of investments	$	2,277,816
Interest and dividends		660,221
Total investment income		2,938,037
Interest income on notes receivable from participants		3,679
Contributions:		
Employee		1,027,674
Employer		435,790
Rollovers		605,718
Total contributions		2,069,182
Total additions		5,010,898
Deductions From Net Assets Attributed to:		
Benefits paid to participants		651,778
Administrative expenses		195
Total deductions		651,973
Net increase in net assets available for benefits		4,358,925
Net Assets Available for Benefits:		
Beginning		13,335,390
Ending	$	17,694,315

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the MSD Capital, L.P. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General: Effective January 1, 1999, MSD Capital, L.P. (the "Company") established the MSD Capital, L.P. 401(k) Plan, a defined contribution plan for eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective February 1, 2012 the Sponsor added a related participating employer to the Plan, MSDC Management L.P. ("Related Company").

MSD Capital, L.P. and MSDC Management L.P. referred to herein as the "Participating Companies" or "Plan Sponsor".

Eligibility: All employees of Participating Companies are eligible to participate in the 401(k) portion of the Plan if they are 21 years of age and completed 3 months of service, as defined. Eligible Employees can enroll in the 401(k) portion of the Plan on the first day of the month following the fulfillment of the eligibility requirements.

To be eligible to participate in the discretionary nonelective employer contribution portion of the Plan, each employee must be 21 years of age, completed 3 months of service, as defined, and is employed by a Participating Company on the last day of the Plan year.

Effective December 17, 2012, employees are no longer subject to the 3 month service requirement.

Contributions: Participants may contribute 60%, in multiples of 1%, of their gross eligible compensation (as defined in the Plan) on a before-tax basis. Participants who have attained or are expected to attain age 50 before the close of the Plan year are permitted to make catch-up contributions to the Plan ($5,500 in 2013).

The Participating Companies allow a participants upon proper notice and approval to enter into a special salary reduction agreement to make additional deferral contributions in an amount up to 100% of, (1) the participant's effectively available compensation for the payroll period(s) and/or (2) any cash bonuses, designated by the Participating Company.

Participant contributions are subject to limitations imposed by federal laws for qualified retirement plans.

At its discretion, the Participating Companies may make nonelective employer contributions ("Employer Contributions") to the Plan for eligible participants. The discretionary formula is based off a non-integrated allocation formula, as defined as the ratio that each "eligible" participant's compensation bears to the total compensation paid to all eligible participants for the Plan year. For the year ended December 31, 2013, the Participating Companies elected to make Employer Contributions of $435,790.

Participants may elect to change their level of contribution to the Plan as permitted by the Plan Sponsor, including suspending or canceling contributions at any time. All contributions are limited to a maximum amount in any calendar year, as adjusted annually pursuant to Section 402(g) of the Internal Revenue Code (the "IRC") ($17,500 in 2013).

Additionally, participants may transfer into the Plan any distribution made from another qualified retirement plan. Such transfers are deemed rollover contributions.

Note 1. Plan Description (Continued)

Participants may elect to have their contributions and matching contributions invested in a variety of investment funds. Investment elections or contribution rate changes can be changed any business day and effective each Plan Entry Date. The Plan currently offers mutual funds and a common collective trust as investment options for participants.

Participant Accounts: Each participant's account is credited and debited with the participant's contributions, and withdrawals, as applicable, and an allocation of (a) Employer Contributions and (b) Plan earnings. Plan earnings are allocated based on participant 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 (as described below).

Vesting: A participant in the Plan always has a fully vested interest in the value of his or her contributions and rollover accounts. A participant in the Plan shall be 100% vested in his or her Employer Contributions upon death or disability (as defined in the Plan). Upon termination of employment for any other reason, a participant vests in the funds held in his or her Employer Contributions account in accordance with the following vesting schedule:

Years of Service	Vested Percentage
Less than 1	0%
At least 1, but less than 2	20%
At least 2, but less than 3	40%
At least 3, but less than 4	60%
At least 4, but less than 5	80%
5 or more	100%

Upon termination of employment for reasons other than the attainment of age 65, disability or death of a participant who was not fully vested in his or her Employer Contribution account, the nonvested portion of the participant's Employer Contribution account shall be forfeited. Any account forfeited shall be used to reduce the Participating Companies' contributions and to pay reasonable administrative expenses in accordance with the terms of the Plan.

Notes Receivable From Participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The maximum repayment terms are 5 years for general purpose loans and 10 years for primary residence loans. A participant may have only 1 outstanding loan at a time and may not apply for more than 1 loan during each plan year. A loan becomes immediately due and payable upon a participant's termination of employment, or death.

Repayment and interest thereon are credited to the participant's current investment funds through quarterly payroll deductions or repaid quarterly from the participant to the Plan Sponsor whom remits payment to the Trustee. The notes receivable from participants are secured by the vested balance in the participant's account and bear interest at a fixed reasonable rate based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. The interest rates range from 3.25% to 6.00% at December 31, 2013.

Note 1. Plan Description (Continued)

Payment of Benefits: On termination of service, a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments. Termination of service occurs when the participant ceases to be an employee of a Participating Company or due to death or disability.

Forfeited Accounts: At December 31, 2013 and 2012, forfeited nonvested accounts totaled $42,000 and $66,000, respectively. These accounts will be used to reduce future Employer Contributions. Also, in 2013, Employer Contributions were reduced by approximately $0 from forfeited nonvested accounts ($60,000 in 2012).

Note 2. Summary of Significant Accounting Policies

The Plan's significant accounting policies are as follows:

Basis of Accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for the fully benefit-responsive investment contract.

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United State of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions used.

Payment of Benefits: Benefits are recorded when paid.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are treated as distributions based on the terms of the Plan document.

Note 2 Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncement: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the ASC, including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance and which were immediately effective upon issuance. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Note 3. Information Certified and Provided by Fidelity Management Trust Company

The following is a summary of the investment information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that the information provided to the Plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

	2013	2012
Investments:		
Mutual funds	**$ 16,662,561**	$ 12,250,581
Common collective trust	**516,212**	638,935
Total investments, at Fair Value	**17,178,773**	12,889,516
Adjustment From Fair Value to Contract Value for Interest in Collective Trust Related to Fully Benefit-Responsive Investment Contracts	**(7,781)**	(18,285)
Total investments at contract value	**$ 17,170,992**	$ 12,871,231
Notes receivable from participants	**$ 87,533**	$ 60,458

Fidelity Management Trust Company also certified to the completeness and accuracy of $2,277,816 of net appreciation in fair value of mutual funds, $660,221 in interest and dividends and $3,679 in interest from notes receivable from participants for the year ended December 31, 2013.

Note 3. Information Certified and Provided by Fidelity Management Trust Company (Continued)

The following table presents the fair value of the investments in the Plan that were certified by Fidelity Management Trust Company. Single investments representing more than 5% of the Plan's net assets as of December 31, 2013 and 2012 are separately identified:

	2013	2012	
Fidelity Contra Fund	**$ 974,457**	$ 599,037	*
Fidelity Diversified International Fund	**1,022,788**	755,922	
Fidelity Low Price Stock Fund	**932,209**	585,055	*
Fidelity Mid-Cap Stock Fund	**999,105**	682,909	
PIMCO Total Return Fund Administrative Class	**1,054,565**	1,144,235	
Spartan Total Market Index Fund	**1,227,989**	818,251	
Others (less than 5% individually)	**10,967,660**	8,304,107	
Total investments at fair value	**$ 17,178,773**	$ 12,889,516	

* These positions were not deemed greater than 5% for the year ended December 31, 2012

Note 4. Fair Value Measurements

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liability.
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Note 4. Fair Value Measurements (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methods used at December 31, 2013 and 2012.

Mutual Funds: Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets primarily include exchange-traded equity securities, mutual funds and U.S Treasury Bonds. Prices are obtained from readily available sources for market transactions involving identical assets or liabilities and these are classified as Level 1 investments.

Common Collective Trust: The underlying investments of the common collective trust are primarily assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), wrap contracts issued by third-parties and cash equivalents represented by shares in money market funds. The fair value is the amount Plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity for an event other than death, disability, termination or retirement. The fair value has been estimated using the net asset value per share of the underlying investments.

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, although the Plan believes that its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

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:

	Assets at Fair Value as of December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Mutual Funds:				
Money market fund (a)	**$ 321,525**	**$ -**	**$ -**	**$ 321,525**
Stock funds (b):				
Large-cap funds	**10,032,658**	**-**	**-**	**10,032,658**
Mid-cap funds	**3,928,407**	**-**	**-**	**3,928,407**
Small-cap funds	**360,998**	**-**	**-**	**360,998**
Total stock funds	**14,322,063**	**-**	**-**	**14,322,063**
Intermediate - bond funds (c)	**2,018,973**	**-**	**-**	**2,018,973**
Total mutual funds	**16,341,036**	**-**	**-**	**16,341,036**
Common Collective Trust (d)	**-**	**516,212**	**-**	**516,212**
Total investments at fair value	**$ 16,662,561**	**$ 516,212**	**$ -**	**$ 17,178,773**

	Assets at Fair Value as of December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Money market fund (a)	$ 278,948	$ -	$ -	$ 278,948
Stock funds (b):				
Large-cap funds	6,679,965	-	-	6,679,965
Mid-cap funds	2,890,872	-	-	2,890,872
Small-cap funds	266,820	-	-	266,820
Total stock funds	9,837,657	-	-	9,837,657
Intermediate - bond funds (c)	2,133,975	-	-	2,133,975
Total mutual funds	11,971,633	-	-	11,971,633
Common Collective Trust (d)	-	638,935	-	638,935
Total investments at fair value	$ 12,250,581	$ 638,935	$ -	$ 12,889,516

Note 4. Fair Value Measurements (Continued)

(a) This category includes interest and noninterest-bearing short-term investments.

(b) This category includes a variety of mutual funds. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets.

(c) This category includes a variety of investment-grade debt securities of all types and repurchase agreements for those securities.

(d) The Fidelity Managed Income Portfolio ("MIP") invests primarily assets (typically-fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into wrap contracts issued by third-parties and invests in cash equivalents represented by shares in money market funds. The objective of the MIP is to preserve capital and achieve a competitive level of income over time. In addition the MIP, strives to maintain a $1 per unit price.

Note 5. Fair Value of Investments in Certain Entities That Calculate Net Asset Value Per Share

The following table summarizes investments measured at fair value based on net asset value per share (or its equivalent) as of December 31, 2013 and 2012:

Investment	**2013 Fair Value**	2012 Fair Value	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio	**$ 516,212**	$ 638,935	Daily	1 Year

Note 6. Plan Termination

Although the Company expects to continue the Plan indefinitely, it has the right to amend or terminate the Plan at any time subject to the provisions set forth in ERISA. In the event of Plan termination, each participant and the beneficiaries of each deceased participant shall have a fully vested and nonforfeitable interest in any values held in his or her account, as of the date of termination.

Note 7. Tax Status of Plan

The Plan uses a volume submitter plan document (effective July 15, 2009) sponsored by Fidelity Management Trust Company. Fidelity Management Trust Company received an opinion letter from the Internal Revenue Service (the "IRS"), dated March 31, 2008, which states that the Plan document satisfies the applicable provisions of the IRC. The Plan itself has not received, nor is required to receive, a determination letter from the IRS. Although the Plan has been amended since Fidelity Management Trust Company received the determination letter, the Plan Administrator believe that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that required adjustments to the financial statements as of December 31, 2013 and 2012 and for the year ended December 31, 2013. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for the years before 2010.

Note 8. Exempt Party-in-Interest Transactions

Certain officers and employees of the Company who are participants in the Plan perform administrative services related to the operation, record keeping, and financial reporting of the Plan. The Company, at its option, pays these and other administrative expenses on behalf of the Plan. Fees paid by the Plan for investment management services are included as a reduction of the return on each fund. The Plan would pay such expenses if the Company discontinued its practice of paying them. No such officer or employee receives compensation from the Plan.

Some of the Plan's expenses, including trustee, custodial, and certain record-keeping fees, were paid by the Participating Companies for the year ended December 31, 2013, and personnel and facilities of the Participating Companies are used by the Plan at no charge. Fidelity Management Trust Company is the record keeper and trustee of the Plan and certain Plan investments are shares of various funds managed by Fidelity Management Trust Company and, therefore, any transactions between the Plan and Fidelity Management Trust Company are considered related party transactions.

Note 9. Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of 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 financial statements.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements, at December 31, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	**$ 17,694,315**	$ 13,335,390
Differences in:		
Adjustment from contract value to fair value for interest in collective trust related to fully benefit-responsive investment contracts	**7,781**	18,285
Net assets available for benefits per Form 5500 Schedule H, Line 1(l)	**$ 17,702,096**	$ 13,353,675

Note 10. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 4,358,925
Differences in:	
Change in adjustment from contract value to fair value for fully benefit responsive investment contract	(10,504)
Net increase in net assets available for benefits per Form 5500 Schedule H, Line 2(k)	$ 4,348,421

Note 11. Subsequent Events

For the year ended December 31, 2013, subsequent events were evaluated through October 10, 2014, the date the financial statements were available to be issued.

MSD Capital, L.P. 401(k) Plan
EIN: 74-880190

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2013
See Independent Auditor's Report

	Identity of Issuer, Borrower or Similar Party	Shares or Units	Description of Investment	Cost	Current Value
*	Fidelity	321,525	Treasury Only Money Market Fund	**	$ 321,525
*	Fidelity	10,136	Contrafund Fund	**	974,457
*	Fidelity	11,327	Select Gold Portfolio	**	203,548
*	Fidelity	4,974	Select Energy Portfolio	**	279,115
*	Fidelity	2,805	Select Healthcare Portfolio	**	528,835
*	Fidelity	2,535	Select Technology Portfolio	**	311,947
*	Fidelity	2,456	Select Financial Services Portfolio	**	200,863
*	Fidelity	8,234	Europe Fund	**	320,230
*	Fidelity	7,013	Pacific Basin Fund	**	193,980
*	Fidelity	21,033	Real Estate Investment Portfolio	**	671,568
*	Fidelity	29,461	Balanced Fund	**	670,246
*	Fidelity	6,996	International Discovery Fund	**	283,330
*	Fidelity	23,132	Capital Appreciation Fund	**	836,927
*	Fidelity	18,848	Low-Priced Stock Fund	**	932,209
*	Fidelity	13,451	Equity Dividend Income Fund	**	331,287
*	Fidelity	27,710	Diversified International Fund	**	1,022,787
*	Fidelity	25,287	Mid-Cap Stock Fund	**	999,105
*	Fidelity	17,240	Small Cap Stock Fund	**	360,997
*	Fidelity	5,203	Asset Manager 85% Fund	**	89,018
*	Fidelity	10,771	Japan Fund	**	129,685
*	Fidelity	219	Freedom Income Fund	**	2,572
*	Fidelity	2,314	Freedom 2030 Fund	**	37,723
*	Fidelity	10,354	Fifty Fund	**	288,580
*	Fidelity	1,206	Select Materials Portfolio	**	102,398
*	Fidelity	16,344	Freedom 2040 Fund	**	155,593
*	Fidelity	15,851	Inflation-Protected Bond Fund	**	188,628
*	Fidelity	19,117	Floating Rate High Income Fund	**	190,401
*	Fidelity	873	Freedom 2015 Fund	**	11,129
*	Fidelity	1,641	Freedom 2025 Fund	**	21,863
*	Fidelity	3,962	Freedom 2035 Fund	**	53,405
*	Fidelity	22,690	Spartan Total Market Index Fund	**	1,227,988
*	Fidelity	7,883	Spartan International Index Fund	**	320,594
*	Fidelity	12,317	Spartan 500 Index Fund	**	806,660
*	Fidelity	9,644	Freedom 2045 Fund	**	105,795
*	Fidelity	19,824	Freedom 2050 Fund	**	218,656
	Spartan	31,458	Spartan U.S. Bond Index Fund	**	357,357
*	Fidelity	1,824	Freedom 2055 Fund	**	21,172
	PIMCO	98,650	Total Return Fund Administrative Class	**	1,054,565
	Ariel	9,270	Fund Investor Class	**	683,016
	Ariel	6,040	Appreciation Fund Investor Class	**	336,564
	Legg Mason	6,610	Capital Management Value Trust Fund	**	385,776
	Sentinel	281	Common Stock Fund Class A	**	12,044
	Managers	15,310	Bond Fund Service Class	**	418,423
*	Fidelity	508,431	Fidelity Managed Income Portfolio	**	516,212
			Total Investment per the financial statements		17,178,773
*	Notes receivable from participants (interest rate from 3.25% to 6.00%)				87,533
			Total Investment per the Form 5500		$ 17,266,306

***** Permitted party in interest under ERISA rules.
****** Cost information is not required for participant-directed investments and, therefore, is not included.

Note: The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

MSD Capital, L.P.
401(k) Plan

Financial Report
December 31, 2013

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McGladrey

Independent Auditor's Report

To the Plan Administrator
MSD Capital, L.P. 401(k) Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the MSD Capital, L.P. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related 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 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee 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 schedule, Schedule H, Line 4(i) – schedule of assets (held at end of year), as of 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 purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. 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.

Member of the RSM International network of independent accounting, tax and consulting firms.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.



New York, New York
October 10, 2014

MSD Capital, L.P. 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

Assets	**2013**	2012
Investments, at fair value:		
Mutual funds	**$ 16,662,561**	$ 12,250,581
Common collective trust	**516,212**	638,935
Total investments, at fair value	**17,178,773**	12,889,516
Receivables:		
Employee contributions	**-**	39,312
Non-elective employer contribution receivable	**435,790**	364,389
Notes receivable from participants	**87,533**	60,458
Total receivables	**523,323**	464,159
Net assets available for benefits, at fair value	**17,702,096**	13,353,675
Adjustment From Fair Value to Contract Value for Interest in Collective Trust Related to Fully Benefit-Responsive Investment Contracts	**(7,781)**	(18,285)
Net assets available for benefits	**$ 17,694,315**	$ 13,335,390

See Notes to Financial Statements.

MSD Capital, L.P. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions to Net Assets Attributed to:		
Net appreciation in fair value of investments	$	2,277,816
Interest and dividends		660,221
Total investment income		2,938,037
Interest income on notes receivable from participants		3,679
Contributions:		
Employee		1,027,674
Employer		435,790
Rollovers		605,718
Total contributions		2,069,182
Total additions		5,010,898
Deductions From Net Assets Attributed to:		
Benefits paid to participants		651,778
Administrative expenses		195
Total deductions		651,973
Net increase in net assets available for benefits		4,358,925
Net Assets Available for Benefits:		
Beginning		13,335,390
Ending	$	17,694,315

See Notes to Financial Statements.

Note 1. Plan Description

The following description of the MSD Capital, L.P. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General: Effective January 1, 1999, MSD Capital, L.P. (the "Company") established the MSD Capital, L.P. 401(k) Plan, a defined contribution plan for eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective February 1, 2012 the Sponsor added a related participating employer to the Plan, MSDC Management L.P. ("Related Company").

MSD Capital, L.P. and MSDC Management L.P. referred to herein as the "Participating Companies" or "Plan Sponsor".

Eligibility: All employees of Participating Companies are eligible to participate in the 401(k) portion of the Plan if they are 21 years of age and completed 3 months of service, as defined. Eligible Employees can enroll in the 401(k) portion of the Plan on the first day of the month following the fulfillment of the eligibility requirements.

To be eligible to participate in the discretionary nonelective employer contribution portion of the Plan, each employee must be 21 years of age, completed 3 months of service, as defined, and is employed by a Participating Company on the last day of the Plan year.

Effective December 17, 2012, employees are no longer subject to the 3 month service requirement.

Contributions: Participants may contribute 60%, in multiples of 1%, of their gross eligible compensation (as defined in the Plan) on a before-tax basis. Participants who have attained or are expected to attain age 50 before the close of the Plan year are permitted to make catch-up contributions to the Plan ($5,500 in 2013).

The Participating Companies allow a participants upon proper notice and approval to enter into a special salary reduction agreement to make additional deferral contributions in an amount up to 100% of, (1) the participant's effectively available compensation for the payroll period(s) and/or (2) any cash bonuses, designated by the Participating Company.

Participant contributions are subject to limitations imposed by federal laws for qualified retirement plans.

At its discretion, the Participating Companies may make nonelective employer contributions ("Employer Contributions") to the Plan for eligible participants. The discretionary formula is based off a non-integrated allocation formula, as defined as the ratio that each "eligible" participant's compensation bears to the total compensation paid to all eligible participants for the Plan year. For the year ended December 31, 2013, the Participating Companies elected to make Employer Contributions of $435,790.

Participants may elect to change their level of contribution to the Plan as permitted by the Plan Sponsor, including suspending or canceling contributions at any time. All contributions are limited to a maximum amount in any calendar year, as adjusted annually pursuant to Section 402(g) of the Internal Revenue Code (the "IRC") ($17,500 in 2013).

Additionally, participants may transfer into the Plan any distribution made from another qualified retirement plan. Such transfers are deemed rollover contributions.

Note 1. Plan Description (Continued)

Participants may elect to have their contributions and matching contributions invested in a variety of investment funds. Investment elections or contribution rate changes can be changed any business day and effective each Plan Entry Date. The Plan currently offers mutual funds and a common collective trust as investment options for participants.

Participant Accounts: Each participant's account is credited and debited with the participant's contributions, and withdrawals, as applicable, and an allocation of (a) Employer Contributions and (b) Plan earnings. Plan earnings are allocated based on participant 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 (as described below).

Vesting: A participant in the Plan always has a fully vested interest in the value of his or her contributions and rollover accounts. A participant in the Plan shall be 100% vested in his or her Employer Contributions upon death or disability (as defined in the Plan). Upon termination of employment for any other reason, a participant vests in the funds held in his or her Employer Contributions account in accordance with the following vesting schedule:

Years of Service	Vested Percentage
Less than 1	0%
At least 1, but less than 2	20%
At least 2, but less than 3	40%
At least 3, but less than 4	60%
At least 4, but less than 5	80%
5 or more	100%

Upon termination of employment for reasons other than the attainment of age 65, disability or death of a participant who was not fully vested in his or her Employer Contribution account, the nonvested portion of the participant's Employer Contribution account shall be forfeited. Any account forfeited shall be used to reduce the Participating Companies' contributions and to pay reasonable administrative expenses in accordance with the terms of the Plan.

Notes Receivable From Participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The maximum repayment terms are 5 years for general purpose loans and 10 years for primary residence loans. A participant may have only 1 outstanding loan at a time and may not apply for more than 1 loan during each plan year. A loan becomes immediately due and payable upon a participant's termination of employment, or death.

Repayment and interest thereon are credited to the participant's current investment funds through quarterly payroll deductions or repaid quarterly from the participant to the Plan Sponsor whom remits payment to the Trustee. The notes receivable from participants are secured by the vested balance in the participant's account and bear interest at a fixed reasonable rate based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. The interest rates range from 3.25% to 6.00% at December 31, 2013.

Note 1. Plan Description (Continued)

Payment of Benefits: On termination of service, a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments. Termination of service occurs when the participant ceases to be an employee of a Participating Company or due to death or disability.

Forfeited Accounts: At December 31, 2013 and 2012, forfeited nonvested accounts totaled $42,000 and $66,000, respectively. These accounts will be used to reduce future Employer Contributions. Also, in 2013, Employer Contributions were reduced by approximately $0 from forfeited nonvested accounts ($60,000 in 2012).

Note 2. Summary of Significant Accounting Policies

The Plan's significant accounting policies are as follows:

Basis of Accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for the fully benefit-responsive investment contract.

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United State of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions used.

Payment of Benefits: Benefits are recorded when paid.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are treated as distributions based on the terms of the Plan document.

Note 2 Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncement: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics in the ASC, including plan accounting. These amendments include technical corrections and improvements to the ASC and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance and which were immediately effective upon issuance. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Note 3. Information Certified and Provided by Fidelity Management Trust Company

The following is a summary of the investment information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that the information provided to the Plan administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

	2013	2012
Investments:		
Mutual funds	**$ 16,662,561**	$ 12,250,581
Common collective trust	**516,212**	638,935
Total investments, at Fair Value	**17,178,773**	12,889,516
Adjustment From Fair Value to Contract Value for Interest in Collective Trust Related to Fully Benefit-Responsive Investment Contracts	**(7,781)**	(18,285)
Total investments at contract value	**$ 17,170,992**	$ 12,871,231
Notes receivable from participants	**$ 87,533**	$ 60,458

Fidelity Management Trust Company also certified to the completeness and accuracy of $2,277,816 of net appreciation in fair value of mutual funds, $660,221 in interest and dividends and $3,679 in interest from notes receivable from participants for the year ended December 31, 2013.

Note 3. Information Certified and Provided by Fidelity Management Trust Company (Continued)

The following table presents the fair value of the investments in the Plan that were certified by Fidelity Management Trust Company. Single investments representing more than 5% of the Plan's net assets as of December 31, 2013 and 2012 are separately identified:

	2013	2012	
Fidelity Contra Fund	**$ 974,457**	$ 599,037	*
Fidelity Diversified International Fund	**1,022,788**	755,922	
Fidelity Low Price Stock Fund	**932,209**	585,055	*
Fidelity Mid-Cap Stock Fund	**999,105**	682,909	
PIMCO Total Return Fund Administrative Class	**1,054,565**	1,144,235	
Spartan Total Market Index Fund	**1,227,989**	818,251	
Others (less than 5% individually)	**10,967,660**	8,304,107	
Total investments at fair value	**$ 17,178,773**	$ 12,889,516	

* These positions were not deemed greater than 5% for the year ended December 31, 2012

Note 4. Fair Value Measurements

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liability.
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Note 4. Fair Value Measurements (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methods used at December 31, 2013 and 2012.

Mutual Funds: Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets primarily include exchange-traded equity securities, mutual funds and U.S Treasury Bonds. Prices are obtained from readily available sources for market transactions involving identical assets or liabilities and these are classified as Level 1 investments.

Common Collective Trust: The underlying investments of the common collective trust are primarily assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), wrap contracts issued by third-parties and cash equivalents represented by shares in money market funds. The fair value is the amount Plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity for an event other than death, disability, termination or retirement. The fair value has been estimated using the net asset value per share of the underlying investments.

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, although the Plan believes that its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 4. Fair Value Measurements (Continued)

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:

	Assets at Fair Value as of December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Mutual Funds:				
Money market fund (a)	**$ 321,525**	**$ -**	**$ -**	**$ 321,525**
Stock funds (b):				
Large-cap funds	**10,032,658**	**-**	**-**	**10,032,658**
Mid-cap funds	**3,928,407**	**-**	**-**	**3,928,407**
Small-cap funds	**360,998**	**-**	**-**	**360,998**
Total stock funds	**14,322,063**	**-**	**-**	**14,322,063**
Intermediate - bond funds (c)	**2,018,973**	**-**	**-**	**2,018,973**
Total mutual funds	**16,341,036**	**-**	**-**	**16,341,036**
Common Collective Trust (d)	**-**	**516,212**	**-**	**516,212**
Total investments at fair value	**$ 16,662,561**	**$ 516,212**	**$ -**	**$ 17,178,773**

	Assets at Fair Value as of December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Money market fund (a)	$ 278,948	$ -	$ -	$ 278,948
Stock funds (b):				
Large-cap funds	6,679,965	-	-	6,679,965
Mid-cap funds	2,890,872	-	-	2,890,872
Small-cap funds	266,820	-	-	266,820
Total stock funds	9,837,657	-	-	9,837,657
Intermediate - bond funds (c)	2,133,975	-	-	2,133,975
Total mutual funds	11,971,633	-	-	11,971,633
Common Collective Trust (d)	-	638,935	-	638,935
Total investments at fair value	$ 12,250,581	$ 638,935	$ -	$ 12,889,516

Note 4. Fair Value Measurements (Continued)

(a) This category includes interest and noninterest-bearing short-term investments.

(b) This category includes a variety of mutual funds. Investments in this category can be redeemed immediately at the current net asset value per share based on the fair value of the underlying assets.

(c) This category includes a variety of investment-grade debt securities of all types and repurchase agreements for those securities.

(d) The Fidelity Managed Income Portfolio ("MIP") invests primarily assets (typically-fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters into wrap contracts issued by third-parties and invests in cash equivalents represented by shares in money market funds. The objective of the MIP is to preserve capital and achieve a competitive level of income over time. In addition the MIP, strives to maintain a $1 per unit price.

Note 5. Fair Value of Investments in Certain Entities That Calculate Net Asset Value Per Share

The following table summarizes investments measured at fair value based on net asset value per share (or its equivalent) as of December 31, 2013 and 2012:

Investment	**2013 Fair Value**	2012 Fair Value	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio	**$ 516,212**	$ 638,935	Daily	1 Year

Note 6. Plan Termination

Although the Company expects to continue the Plan indefinitely, it has the right to amend or terminate the Plan at any time subject to the provisions set forth in ERISA. In the event of Plan termination, each participant and the beneficiaries of each deceased participant shall have a fully vested and nonforfeitable interest in any values held in his or her account, as of the date of termination.

Note 7. Tax Status of Plan

The Plan uses a volume submitter plan document (effective July 15, 2009) sponsored by Fidelity Management Trust Company. Fidelity Management Trust Company received an opinion letter from the Internal Revenue Service (the "IRS"), dated March 31, 2008, which states that the Plan document satisfies the applicable provisions of the IRC. The Plan itself has not received, nor is required to receive, a determination letter from the IRS. Although the Plan has been amended since Fidelity Management Trust Company received the determination letter, the Plan Administrator believe that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that required adjustments to the financial statements as of December 31, 2013 and 2012 and for the year ended December 31, 2013. Therefore, no provision or liability for income taxes has been included in the financial statements. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for the years before 2010.

Note 8. Exempt Party-in-Interest Transactions

Certain officers and employees of the Company who are participants in the Plan perform administrative services related to the operation, record keeping, and financial reporting of the Plan. The Company, at its option, pays these and other administrative expenses on behalf of the Plan. Fees paid by the Plan for investment management services are included as a reduction of the return on each fund. The Plan would pay such expenses if the Company discontinued its practice of paying them. No such officer or employee receives compensation from the Plan.

Some of the Plan's expenses, including trustee, custodial, and certain record-keeping fees, were paid by the Participating Companies for the year ended December 31, 2013, and personnel and facilities of the Participating Companies are used by the Plan at no charge. Fidelity Management Trust Company is the record keeper and trustee of the Plan and certain Plan investments are shares of various funds managed by Fidelity Management Trust Company and, therefore, any transactions between the Plan and Fidelity Management Trust Company are considered related party transactions.

Note 9. Risk and Uncertainties

The Plan provides for various investment options in any combination of mutual funds and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of 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 financial statements.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements, at December 31, 2013 and 2012, to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	**$ 17,694,315**	$ 13,335,390
Differences in:		
Adjustment from contract value to fair value for interest in collective trust related to fully benefit-responsive investment contracts	**7,781**	18,285
Net assets available for benefits per Form 5500 Schedule H, Line 1(l)	**$ 17,702,096**	$ 13,353,675

Note 10. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2013 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 4,358,925
Differences in:	
Change in adjustment from contract value to fair value for fully benefit responsive investment contract	(10,504)
Net increase in net assets available for benefits per Form 5500 Schedule H, Line 2(k)	$ 4,348,421

Note 11. Subsequent Events

For the year ended December 31, 2013, subsequent events were evaluated through October 10, 2014, the date the financial statements were available to be issued.

MSD Capital, L.P. 401(k) Plan
EIN: 74-880190

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2013
See Independent Auditor's Report

	Identity of Issuer, Borrower or Similar Party	Shares or Units	Description of Investment	Cost	Current Value
*	Fidelity	321,525	Treasury Only Money Market Fund	**	$ 321,525
*	Fidelity	10,136	Contrafund Fund	**	974,457
*	Fidelity	11,327	Select Gold Portfolio	**	203,548
*	Fidelity	4,974	Select Energy Portfolio	**	279,115
*	Fidelity	2,805	Select Healthcare Portfolio	**	528,835
*	Fidelity	2,535	Select Technology Portfolio	**	311,947
*	Fidelity	2,456	Select Financial Services Portfolio	**	200,863
*	Fidelity	8,234	Europe Fund	**	320,230
*	Fidelity	7,013	Pacific Basin Fund	**	193,980
*	Fidelity	21,033	Real Estate Investment Portfolio	**	671,568
*	Fidelity	29,461	Balanced Fund	**	670,246
*	Fidelity	6,996	International Discovery Fund	**	283,330
*	Fidelity	23,132	Capital Appreciation Fund	**	836,927
*	Fidelity	18,848	Low-Priced Stock Fund	**	932,209
*	Fidelity	13,451	Equity Dividend Income Fund	**	331,287
*	Fidelity	27,710	Diversified International Fund	**	1,022,787
*	Fidelity	25,287	Mid-Cap Stock Fund	**	999,105
*	Fidelity	17,240	Small Cap Stock Fund	**	360,997
*	Fidelity	5,203	Asset Manager 85% Fund	**	89,018
*	Fidelity	10,771	Japan Fund	**	129,685
*	Fidelity	219	Freedom Income Fund	**	2,572
*	Fidelity	2,314	Freedom 2030 Fund	**	37,723
*	Fidelity	10,354	Fifty Fund	**	288,580
*	Fidelity	1,206	Select Materials Portfolio	**	102,398
*	Fidelity	16,344	Freedom 2040 Fund	**	155,593
*	Fidelity	15,851	Inflation-Protected Bond Fund	**	188,628
*	Fidelity	19,117	Floating Rate High Income Fund	**	190,401
*	Fidelity	873	Freedom 2015 Fund	**	11,129
*	Fidelity	1,641	Freedom 2025 Fund	**	21,863
*	Fidelity	3,962	Freedom 2035 Fund	**	53,405
*	Fidelity	22,690	Spartan Total Market Index Fund	**	1,227,988
*	Fidelity	7,883	Spartan International Index Fund	**	320,594
*	Fidelity	12,317	Spartan 500 Index Fund	**	806,660
*	Fidelity	9,644	Freedom 2045 Fund	**	105,795
*	Fidelity	19,824	Freedom 2050 Fund	**	218,656
	Spartan	31,458	Spartan U.S. Bond Index Fund	**	357,357
*	Fidelity	1,824	Freedom 2055 Fund	**	21,172
	PIMCO	98,650	Total Return Fund Administrative Class	**	1,054,565
	Ariel	9,270	Fund Investor Class	**	683,016
	Ariel	6,040	Appreciation Fund Investor Class	**	336,564
	Legg Mason	6,610	Capital Management Value Trust Fund	**	385,776
	Sentinel	281	Common Stock Fund Class A	**	12,044
	Managers	15,310	Bond Fund Service Class	**	418,423
*	Fidelity	508,431	Fidelity Managed Income Portfolio	**	516,212
			Total Investment per the financial statements		17,178,773
*	Notes receivable from participants (interest rate from 3.25% to 6.00%)				87,533
			Total Investment per the Form 5500		$ 17,266,306

***** Permitted party in interest under ERISA rules.
****** Cost information is not required for participant-directed investments and, therefore, is not included.

Note: The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.