# 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
NATHEL & NATHEL 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1996

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

NATHEL & NATHEL, INC.

357 ROWC NYC TERMINAL MARKET
BRONX, NY 10474

**2b** Employer Identification Number (EIN)
13-2685629

**2c** Sponsor's telephone number
718-991-6050

**2d** Business code (see instructions)
445230

**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 | SCOTT FERRARA |
| | **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** | 124 |
| **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** | 119 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 12 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 131 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 132 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 90 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

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

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

**a Pension Schedules**

- **(1)** [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)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

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

**A** Name of plan
NATHEL & NATHEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NATHEL & NATHEL, INC.

**D** Employer Identification Number (EIN)
13-2685629

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

**1** Coverage Information:

**(a)** Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 06-0974148 | 88072 | GA-827750 | 91 | 01/01/2013 | 12/31/2013 |

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

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| 4011 | 0 |

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

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

WELLS FARGO ADVISORS INS AGY
WELLS FARGO ADVISORS LLC PCG
GLEN ALLEN, VA 23060

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| 4011 | | | 3 |

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 333504 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 1830997 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 313514 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 9007 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 9539 | | |
| | (4) Transferred from separate account | 7c(4) | 5318 | | |
| | (5) Other (specify below) | 7c(5) | 1479 | | |
| | ▶ LOAN PYMT | | | | |
| | (6) Total additions | | | 7c(6) | 25343 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 338857 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 2846 | | |
| | (2) Administration charge made by carrier | 7e(2) | 81 | | |
| | (3) Transferred to separate account | 7e(3) | 0 | | |
| | (4) Other (specify below) | 7e(4) | 2427 | | |
| | ▶ LOAN W/D | | | | |
| | (5) Total deductions | | | 7e(5) | 5354 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 333503 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

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

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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<br>NATHEL & NATHEL 401(K) PLAN | **B** Three-digit plan number (PN) ▶ 001 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500<br>NATHEL & NATHEL, INC. | **D** Employer Identification Number (EIN)<br>13-2685629 |

## 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).. . . . . ☐ Yes ☒ No

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

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

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

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 23 37 38 54 55 59 60 62 63 64 65 66 99 50 | NONE | 976 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

| (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? |
|---|---|---|---|---|---|---|
| 49 | NONE | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 17 | Yes [ ] No [X] |

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

MESIROW FINANCIAL INVESTMENT MANAGE

36-3429599

| (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? |
|---|---|---|---|---|---|---|
| 27 49 | NONE | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 62 | Yes [ ] No [X] |

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MASSACHUSETTS MUTUAL LIFE INSURANCE | 15 23 37 38 54 55 59 60 62 63 64 65 66 99 50 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| SEE ATTACHED<br><br>04-1590850 | SEE ATTACHED |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MORNINGSTAR ASSOCIATES, LLC | 49 | 17 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| SEE ATTACHED<br><br>04-1590850 | SEE ATTACHED |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MESIROW FINANCIAL INVESTMENT MANAGE | 27 49 | 62 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| SEE ATTACHED<br><br>04-1590850 | SEE ATTACHED |

## 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: SCHULTHEIS & PANETTIERI, LLP | **b** EIN: 13-1577780 | |
| **c** Position: AUDIT OF PLAN | | |
| **d** Address: 210 MARCUS BOULEVARD<br>HAUPPAUGE, NY 10006-3061 | **e** Telephone: 631-273-4778 | |

Explanation: THE COMPANY HAD AN EXISTING ACCOUNTING RELATIONSHIP WITH GRASSI & CO.

| | | |
|---|---|---|
| **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
NATHEL & NATHEL 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
NATHEL & NATHEL, INC.

**D** Employer Identification Number (EIN)
13-2685629

## 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: SEPARATE ACCOUNT 401

**b** Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE 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) |
|---|---|---|
| 06-0974148-000 | P | 1830997 |

**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
NATHEL & NATHEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NATHEL & NATHEL, INC.

**D** Employer Identification Number (EIN)
13-2685629

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 63986 | 89750 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 1684952 | 1830997 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 313514 | 333504 |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 2062452 | 2254251 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 2062452 | 2254251 |

## 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) | | |
| | **(B)** Participants | 2a(1)(B) | 224909 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 224909 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 2367 | |
| | **(F)** Other | 2b(1)(F) | 9539 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 11906 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 301341 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 538156 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 345381 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 345381 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 976 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 976 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 346357 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 191799 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

**(1)** [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: GRASSI & CO. CPA, P.C. **(2)** EIN: 11-3266576

**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 | | 350000 |
| 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 | | | |

**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
NATHEL & NATHEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
NATHEL & NATHEL, INC.

**D** Employer Identification Number (EIN)
13-2685629

## 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): 06-0974148

**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** 0

## 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** 0

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b** 0

**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** 0

**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):

# NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

## FINANCIAL STATEMENTS

## DECEMBER 31, 2013 AND 2012

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

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# INDEPENDENT AUDITORS' REPORT

To The Trustees
Nathel & Nathel, Inc. 401(k) Plan For Union Employees

We were engaged to audit the accompanying financial statements of Nathel & Nathel, Inc. 401(k) Plan For Union Employees, which comprise the statement of net assets available for benefits at December 31, 2013, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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

**Auditors' 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 by MassMutual Retirement Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee at and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.



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**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 – Supplemental Schedule**

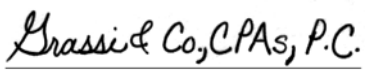
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) at December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Other Matter - 2012 Financial Statements**

The statement of net assets available for benefits of the Plan at December 31, 2012, was audited by other auditors. Their report, dated July 29, 2013, expressed an unmodified opinion on that statement.

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

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



GRASSI & CO., CPAs, P.C.

New York, New York
October 14, 2014

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

ASSETS

| | 2013 | 2012 |
|---|---|---|
| INVESTMENTS, AT FAIR VALUE | | |
| Pooled separate accounts | $ 1,830,997 | $ 1,684,952 |
| Unallocated insurance contracts | 333,504 | 313,514 |
| Total Investments | 2,164,501 | 1,998,466 |
| RECEIVABLES: | | |
| Employee contributions receivable | 7,579 | 4,510 |
| Notes receivable from participants | 89,750 | 63,986 |
| Total Assets | 2,261,830 | 2,066,962 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 2,261,830 | $ 2,066,962 |

The accompanying notes are an integral part of these financial statements.

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment Income: | | |
| Net appreciation in fair value of investments | $ | 301,341 |
| Interest and dividend income | | 9,539 |
| Total investment income | | 310,880 |
| Interest income on notes receivable from participants | | 2,367 |
| Employee contributions | | 227,978 |
| Total Additions | | 541,225 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 345,381 |
| Management fees | | 976 |
| Total Deductions | | 346,357 |
| NET INCREASE | | 194,868 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of year | | 2,066,962 |
| End of year | $ | 2,261,830 |

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of Nathel & Nathel, Inc. 401(k) Plan For Union Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan became effective January 1, 1996 as a defined contribution profit sharing plan covering eligible employees of Nathel & Nathel, Inc. and Nathel Trucking, Inc. (known collectively as the "Employer") who are members of the International Brotherhood of Teamsters Local 202 or the Office and Professional Employees International Union Local 153 (the "Unions"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may elect salary deferrals and after-tax Roth 401(k) contributions up to the annual maximum established by the Internal Revenue Service ("IRS") during any plan year. Participants who are age 50 at the end of any calendar year may make "catch up" contributions up to the annual maximum established by the IRS during any plan year. The Plan also accepts eligible rollover contributions or transfers as defined by the Plan. The Employer may make contributions at the discretion of the Plan sponsor. For the year ended December 31, 2013, there were no Employer contributions into the Plan.

Eligibility

Employees of the Employer who are at least 21 years of age or older and are members of the Unions are eligible to participate at the beginning of the calendar quarter following completion of 1,000 hours of service in covered employment within one year of the employee's hire date or during the first plan year beginning after the employee's hire date.

Participant Accounts

Each participant's account is credited with the participant's contributions, and the participant's proportionate share of the Plan's earnings. Each participant's account is debited with the participant's withdrawal, the participant's proportionate share of the Plan's losses, and the Plan's service charge. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 - Description of Plan (cont'd.)

Vesting

Participants are immediately vested in their salary deduction or rollover contributions plus actual earnings or losses thereon. In addition, a participant will become 100% vested in profit sharing and matching contributions under the following conditions:

(i) Attains age 65 while employed by the Employer
(ii) Becomes disabled (eligible for Social Security disability payments)
(iii) Death

Otherwise, the vested portion of any participant's account is subject to a six-year schedule as follows:

| Years of credited service | Vested percentage |
|---|---|
| Less than 2 | 0% |
| 2, but less than 3 | 20% |
| 3, but less than 4 | 40% |
| 4, but less than 5 | 60% |
| 5, but less than 6 | 80% |
| 6 or more | 100% |

Notes Receivable from Participants

Participants may borrow up to 50% of the amount in his or her individual account not to exceed $50,000 of the non-forfeitable amount of their account balance. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate similar to the rate charged for a loan made under similar circumstances by persons in the business of lending money. Loans are generally due within five years of issuance, unless for the purchase of a principal residence, in which case repayment is limited to a period consistent with the terms set by the Plan sponsor.

Failure to make loan payments in accordance with the terms of the loan will result in a loan default. The defaulted loan balance will be taxable income to the participant.

Payment of Benefits

Participants are eligible to receive benefit payments when they terminate service or reach age 65. On termination of service, a participant may elect to receive a partial withdrawal if terminated, direct rollover or a lump sum amount equal to the participant's account. Benefit payments are also permitted for death, disability and hardship.

Note 1 - Description of Plan (cont'd.)

Payment of Benefits (cont'd.)

Plan regulations mandate that the distribution of a participant`s benefit commence when the participant attains age 70 1/2, or retires, whichever occurs later. Active participants may take withdrawals from their rollover contributions at any time.

Forfeitures

Portions of nonvested accounts are forfeited at the time a participant terminates service with the Employer and begins receiving distributions of the vested portion of his/her account, or when the participant incurs five consecutive one-year breaks in service, whichever is later. Forfeited account balances are used to either reduce Employer contributions or are allocated to the remaining participants' accounts. Through December 31, 2013, there were no employer contributions to the Plan. Accordingly, there were no forfeitures for the year ended December 31, 2013.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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 5 for a discussion of fair value measurements). The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, trustee and insurance company.

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

Note 2 - Summary of Significant Accounting Policies (cont'd.)

Notes Receivable from Participants

Notes receivable from Plan participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2013 and 2012.

Payments of Benefits

Benefits are recorded upon payment.

Administrative Expenses

The Plan sponsor has agreed to assist in the administration of the Plan and absorb certain administrative costs related to the Plan.

Note 3 - Information Prepared and Certified By Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Mass Mutual Retirement Services, the trustee of the Plan, at December 31, 2013 and 2012, and for the year ended December 31, 2013. This information has not been audited by the independent auditors.

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value: | | |
| Unallocated insurance contracts, at contract value | $ 333,504 | $ 313,514 |
| Pooled separate accounts | 1,830,997 | 1,684,952 |
| Total | $ 2,164,501 | $ 1,998,466 |
| Notes receivable from participants | $ 89,750 | $ 63,986 |
| Net appreciation in fair value of investments from: | | |
| Pooled separate accounts | $ 301,341 | |

Note 4 - Investments

At December 31, 2013 and 2012, investments that represent 5% or more of the Plan's net assets consisted of the following:

| | 2013 | 2012 |
|---|---|---|
| PIMCO Total Return R | $ 151,540 | $ 142,713 |
| Alger Captl App Inst R | 146,804 | 141,172 |
| Amcent Equity Income R | 141,594 | 145,672 |
| Hartford Fixed Account | 333,504 | 313,514 |
| Invesco Equity and Income R | 182,617 | 116,012 |
| JPMorgan Smartretirement 2025 R | 180,911 | 148,972 |
| MFS Govt Securities R2 | 148,716 | 143,663 |
| Mutual Global Discovery R | 124,178 | 130,166 |
| Putnam Hy Advantage R | 159,912 | 149,566 |
| Ridgeworth Sc Val Eq A | 121,439 | 109,695 |
| Lord Abbett Fnd Equity R3 | * | 112,631 |
| Other | 473,286 | 344,690 |
| Total | $ 2,164,501 | $ 1,998,466 |

* Fund was not greater than 5% at December 31, 2013.

Note 5 - Fair Value Measurements

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

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

Note 5 - Fair Value Measurements (cont'd.)

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.

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

*Pooled Separate Accounts*: Value based on the observable net asset value of the underlying investment.

*Unallocated Insurance Contracts*: Value based on actuarial formula as defined under the terms of the contract. No unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2013 and 2012:

| | Assets at Fair Value at December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 376,905 | $ - | $ 376,905 |
| Bond | - | 460,168 | - | 460,168 |
| Large Cap | - | 456,267 | - | 456,267 |
| Mid Cap | - | 107,240 | - | 107,240 |
| Small Cap | - | 156,931 | - | 156,931 |
| International / Global | - | 265,416 | - | 265,416 |
| Specialty | - | 8,070 | - | 8,070 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | 333,504 | - | 333,504 |
| Total Investments | $ - | $ 2,164,501 | $ - | $ 2,164,501 |

Note 5 - Fair Value Measurements (cont'd.)

| | Assets at Fair Value at December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 271,452 | $ - | $ 271,452 |
| Bond | - | 435,942 | - | 435,942 |
| Large Cap | - | 438,519 | - | 438,519 |
| Mid Cap | - | 111,787 | - | 111,787 |
| Small Cap | - | 145,950 | - | 145,950 |
| International / Global | - | 272,768 | - | 272,768 |
| Specialty | - | 8,534 | - | 8,534 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | - | 313,514 | 313,514 |
| Total Investments | $ - | $ 1,684,952 | $ 313,514 | $ 1,998,466 |

The following table provides a summary of the change in fair value on a recurring basis for Level 3 assets for the year ended December 31, 2013:

| | Unallocated Insurance Contract 2013 | |
|---|---|---|
| Beginning Balance | $ 313,514 | |
| Total investment income included in changes in net assets | 10,199 | |
| Purchases | 12,637 | |
| Sales | (2,846) | |
| Transfer to Level 2 | (333,504) | (a) |
| Ending Balance | $ - | |

(a) Transferred from Level 3 to Level 2 because observable market data became available for the unallocated insurance contract.

Note 6 - Hartford Fixed Account

The Plan entered into an investment with Hartford Life Insurance Company. Under the terms of the contract, Hartford Life Insurance Company maintains contributions in a general account. The account is credited with earnings on the underlying investments and is charged for Plan withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which equals the contract value, as reported to the Plan by MassMutual Retirement Services. The contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and investment fees. The average yield earned by the Plan and credited to participants was 3.0% for the year ended December 31, 2013.

Note 7 - Income Tax Status

The Plan has received a determination letter from the IRS dated March 31, 2008, stating that the Plan is qualified under Section 401(a) and is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code ("IRC"). The Trustees believe that the Plan, including amendments subsequent to the IRS determination, is currently designed and operated in compliance with the requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax exempt at the financial statement date.

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

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that at December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Party-in-Interest Transactions

Certain Plan investments are held by the manager of the investment; therefore, transactions relating to those investments qualify as exempt party-in-interest transactions and are identified as such on the supplemental schedule of investments.

Note 9 - Plan Termination

The Plan sponsor intends to continue the Plan indefinitely, but reserves the rights to amend or terminate it as provided by the applicable Trust Agreement and Plan provisions. If the Plan is terminated, the rights of all affected participants and beneficiaries, to the value of the amounts credited to participants' accounts, shall be nonforfeitable and the Plan assets will be allocated to pay all obligations of the Plan and to provide benefits to those eligible under the terms of the Plan and as otherwise required by law.

Note 10 - Risk and Uncertainties

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

Note 11 - Reconciliation of Financial Statements to Schedule H of the Form 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 2,261,830 | $ 2,066,962 |
| Adjustment for employee contributions receivable | (7,579) | (4,510) |
| Net assets available for benefits per the Form 5500 | $ 2,254,251 | $ 2,062,452 |

The following is a reconciliation of contributions received per the financial statements for the year ended December 31, 2013 to the Form 5500:

| | |
|---|---|
| Contributions received per the financial statements | $ 227,978 |
| Prior year contributions receivable | 4,510 |
| End of year contributions receivable | (7,579) |
| Contributions received per the Form 5500 | $ 224,909 |

Note 12 - Subsequent Events

The Plan Administrator has evaluated all events or transactions that occurred after December 31, 2013 through the date of these financial statements, which is the date that the financial statements were available to be issued. During this period, there were no material subsequent events requiring disclosure.

SUPPLEMENTAL SCHEDULE

Schedule H - Part IV - Item 4i - Schedule of Assets (Held at End of Year)
Attachment- Form 5500
Plan EIN: 13-2685629
Plan Number: 001

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
SUPPLEMENTAL SCHEDULE
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

| (a) | (b) Identity of Issuer | (c) Description of Investments | (d) Cost** | (e) Current Value |
|---|---|---|---|---|
| | PIMCO | PIMCO Total Return R | ** | $ 151,540 |
| | Alger | Alger Captl App Inst R | ** | 146,804 |
| | Amcent | Amcent Equity Income R | ** | 141,594 |
| | Blackrock | Blackrock Global Allocation R | ** | 4,812 |
| * | Hartford | Hartford Fixed Account | ** | 333,504 |
| * | Hartford | Hartford Index Hls Ib | ** | 58,783 |
| | Invesco | Invesco Equity and Income R | ** | 182,617 |
| | Invesco | Invesco Real Estate R | ** | 8,070 |
| | JPMorgan | JPMorgan Smartretirement 2025 R | ** | 180,911 |
| | JPMorgan | JPMorgan Smartretirement 2030 R | ** | 4,036 |
| | JPMorgan | JPMorgan Smartretirement 2040 R | ** | 4,529 |
| | LA Developing | LA Developing Growth R3 | ** | 35,492 |
| | Lord Abbett | Lord Abbett Fnd Equity R3 | ** | 109,086 |
| | Lord Abbett | Lord Abbett Grwth Opps R3 | ** | 52,666 |
| | MFS Govt | MFS Govt Securities R2 | ** | 148,716 |
| | Mutual Global | Mutual Global Discovery R | ** | 124,178 |
| | Oppenheimer | Oppenheimer Dev Mkts N | ** | 91,333 |
| | Putnam | Putnam Hy Advantage R | ** | 159,912 |
| | Ridgeworth | Ridgeworth Mc Val Eq A | ** | 54,574 |
| | Ridgeworth | Ridgeworth Sc Val Eq A | ** | 121,439 |
| * | Hartford | The Hartford Internat'l Sm Co R | ** | 28,791 |
| | Thornburg | Thornburg Intl Value R3 | ** | 21,114 |
| | Total Investments | | | 2,164,501 |
| | Participant Loans | Interest rates range from 3.25% to 5.25%. | - | 89,750 |
| | | Total | | $ 2,254,251 |

* Indicates party-in-interest to the Plan.

**Cost information not required for participant - directed investments.

See independent auditors' report.

# Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

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

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

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

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

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

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

*********

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

---

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

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

## NATHEL & NATHEL 401(K) PLAN (827750)
## EIN #: 13-2685629

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

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

***Total Direct Compensation Paid*** **$976.00**

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

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

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

*Direct Compensation* **$976.00**

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

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

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

*Indirect Compensation*

**Float compensation** **$12.97**

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

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

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

**Non Monetary Compensation**

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

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

**Compensation paid with respect to Funds**

| *Investment Option Name* | *EIN* | *Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2013)* | *Underlying Fund Gross Expense Ratio as of the Fund's Year End*[*] |
|---|---|---|---|
| ALGER CAP APP INSTITUTIONAL R | 13-2665689 | 0.80% x assets | 1.69% |
| AMERICAN CENTURY EQUITY INCOME R | 43-1646043 | 0.85% x assets | 1.44% |
| BLACKROCK GLOBAL ALLOCATION R | 22-2937779 | 0.80% x assets | 1.52% |
| FIXED ACCOUNT | 06-0974148 | | 0.00% |
| HARTFORD INDEX HLS IB | 22-2937447 | 0.50% x assets | 0.58% |
| INVESCO EQUITY AND INCOME R | 76-0343427 | 0.80% x assets | 1.06% |
| INVESCO REAL ESTATE R | 76-0343427 | 0.85% x assets | 1.50% |
| JPMORGAN SMARTRETIREMENT 2025 R2 | 33-1043149 | 0.80% x assets | 1.49% |
| JPMORGAN SMARTRETIREMENT 2030 R2 | 33-1043149 | 0.80% x assets | 1.53% |
| JPMORGAN SMARTRETIREMENT 2040 R2 | 33-1043149 | 0.80% x assets | 1.60% |
| LORD ABBETT DEVELOPING GROWTH R3 | 13-2958970 | 0.75% x assets | 1.26% |
| LORD ABBETT FNDAMENTAL EQUITY R3 | 13-3712440 | 0.75% x assets | 1.24% |
| LORD ABBETT GROWTH OPPS R3 | 13-6995863 | 0.75% x assets | 1.57% |
| MFS GOVERNMENT SECURITIES R2 | 04-3158862 | 0.85% x assets | 1.10% |
| MUTUAL GLOBAL DISCOVERY R | 22-2894171 | 0.60% x assets plus $12/participant | 1.52% |
| OPPENHEIMER DEVELOPING MARKETS N | 93-6305075 | 0.80% x assets | 1.87% |
| PIMCO TOTAL RETURN R | 33-0629048 | 0.65% x assets | 1.10% |
| PUTNAM HIGH YIELD ADVANTAGE R | 06-6290063 | 0.75% x assets | 1.29% |
| RIDGEWORTH MIDCAP VALUE EQUITY A | 23-2678674 | 0.75% x assets | 1.41% |
| RIDGEWORTH SM CAP VALUE EQUITY A | 23-2678674 | 0.75% x assets | 1.53% |
| THE HTFD INTERNAT'L SMALL CO R3 | 22-2937447 | 0.85% x assets | 1.71% |
| THORNBURG INTERNATIONAL VALUE R3 | 06-1158764 | 0.75% x assets | 1.60% |

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

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

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

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

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

In addition, please note that some of the funds available through your service contract or arrangement are funds from the Oppenheimer family of mutual funds, which are affiliated with MassMutual (The Oppenheimer Funds). These affiliated mutual funds have contracts for services with companies that are affiliated with MassMutual. The MassMutual-affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about these affiliated mutual funds, see the applicable fund prospectus.

| **MassMutual Affiliate** | **Services** | **Compensation** |
|---|---|---|
| OppenheimerFunds Distributor, Inc. | Principal Underwriter to The Oppenheimer Funds | As Principal Underwriter paid by the Fund in the form of dealer concessions |
| OFI Global Asset Management, Inc. | Transfer Agent to The Oppenheimer Funds | Paid by the Fund in the form of fees for services |
| Shareholder Services, Inc. (doing business as OppenheimerFunds Services) | Sub-Transfer Agent to The Oppenheimer Funds | Paid by the Transfer Agent in the form of fees for services |
| OFI Global Asset Management, Inc. | Investment Adviser to The Oppenheimer Funds | Paid by the Fund in the form of investment advisory fees based on assets under management |
| OppenheimerFunds, Inc. | Sub-Adviser to The Oppenheimer Funds | Paid by the Investment Adviser in the form of investment advisory fees based on assets under management |

## *Recipient: WELLS FARGO ADVISORS INS AGENCY LLC EIN: 54-0910269*

**Service Codes:**

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

### *Direct Compensation* **$0.00**

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

### *Indirect Compensation*

| | | | |
|---|---|---|---|
| * **Sales commission** | Payor: Massachusetts Mutual Life Insurance Company | EIN: 04-1590850 | **$4,010.85** |

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

**Non Monetary Compensation**

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

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

## *Recipient: Morningstar Associates, LLC EIN: 36-4317381*

**Service Code: 49**

### *Indirect Compensation*

| | | | |
|---|---|---|---|
| **"Managed by You" services fee** | Payor: Massachusetts Mutual Life Insurance Company | EIN: 04-1590850 | **$16.99** |

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

## *Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599*

*Indirect Compensation*

**Annual fee and basis point fee for Mesirow plan fiduciary service** **$39.58**
**Service code: 27**

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

This is an estimate based on the annual flat fee plus the basis point fee paid to Mesirow divided by the number of plans using this feature.

In addition to the indirect compensation noted above, we pay Mesirow Financial an additional asset-based fee for Fiduciary Assure services. This fee is computed using a tiered scale based on total assets under the program where the assets are multiplied by annualized rates ranging from 2.50 basis points down to 0.9 basis points.

**Annual platform package fee ("Model My Goals")** **$21.66**
**Service code: 49**

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

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

# Direct Revenue Detail

**Recipient:** ***Massachusetts Mutual Life Insurance Company***

| **Fee Description** | **Dollar Amount** |
|---|---|
| Loan Set-up Fee | $450.00 |
| One-Time Distribution Fee | $250.00 |
| Loan Administration Fee | $276.00 |
| **Total Direct Revenue:** | **$976.00** |
| **Grand Total Direct Fees:** | **$976.00** |

# NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

## FINANCIAL STATEMENTS

## DECEMBER 31, 2013 AND 2012

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

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# INDEPENDENT AUDITORS' REPORT

To The Trustees
Nathel & Nathel, Inc. 401(k) Plan For Union Employees

We were engaged to audit the accompanying financial statements of Nathel & Nathel, Inc. 401(k) Plan For Union Employees, which comprise the statement of net assets available for benefits at December 31, 2013, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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

**Auditors' 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 by MassMutual Retirement Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee at and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.



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**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 – Supplemental Schedule**

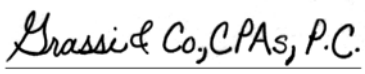
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) at December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Other Matter - 2012 Financial Statements**

The statement of net assets available for benefits of the Plan at December 31, 2012, was audited by other auditors. Their report, dated July 29, 2013, expressed an unmodified opinion on that statement.

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

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



GRASSI & CO., CPAs, P.C.

New York, New York
October 14, 2014

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

ASSETS

| | 2013 | 2012 |
|---|---|---|
| INVESTMENTS, AT FAIR VALUE | | |
| Pooled separate accounts | $ 1,830,997 | $ 1,684,952 |
| Unallocated insurance contracts | 333,504 | 313,514 |
| Total Investments | 2,164,501 | 1,998,466 |
| RECEIVABLES: | | |
| Employee contributions receivable | 7,579 | 4,510 |
| Notes receivable from participants | 89,750 | 63,986 |
| Total Assets | 2,261,830 | 2,066,962 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 2,261,830 | $ 2,066,962 |

The accompanying notes are an integral part of these financial statements.

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment Income: | | |
| Net appreciation in fair value of investments | $ | 301,341 |
| Interest and dividend income | | 9,539 |
| Total investment income | | 310,880 |
| Interest income on notes receivable from participants | | 2,367 |
| Employee contributions | | 227,978 |
| Total Additions | | 541,225 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 345,381 |
| Management fees | | 976 |
| Total Deductions | | 346,357 |
| NET INCREASE | | 194,868 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of year | | 2,066,962 |
| End of year | $ | 2,261,830 |

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of Nathel & Nathel, Inc. 401(k) Plan For Union Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan became effective January 1, 1996 as a defined contribution profit sharing plan covering eligible employees of Nathel & Nathel, Inc. and Nathel Trucking, Inc. (known collectively as the "Employer") who are members of the International Brotherhood of Teamsters Local 202 or the Office and Professional Employees International Union Local 153 (the "Unions"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may elect salary deferrals and after-tax Roth 401(k) contributions up to the annual maximum established by the Internal Revenue Service ("IRS") during any plan year. Participants who are age 50 at the end of any calendar year may make "catch up" contributions up to the annual maximum established by the IRS during any plan year. The Plan also accepts eligible rollover contributions or transfers as defined by the Plan. The Employer may make contributions at the discretion of the Plan sponsor. For the year ended December 31, 2013, there were no Employer contributions into the Plan.

Eligibility

Employees of the Employer who are at least 21 years of age or older and are members of the Unions are eligible to participate at the beginning of the calendar quarter following completion of 1,000 hours of service in covered employment within one year of the employee's hire date or during the first plan year beginning after the employee's hire date.

Participant Accounts

Each participant's account is credited with the participant's contributions, and the participant's proportionate share of the Plan's earnings. Each participant's account is debited with the participant's withdrawal, the participant's proportionate share of the Plan's losses, and the Plan's service charge. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 - Description of Plan (cont'd.)

Vesting

Participants are immediately vested in their salary deduction or rollover contributions plus actual earnings or losses thereon. In addition, a participant will become 100% vested in profit sharing and matching contributions under the following conditions:

(i) Attains age 65 while employed by the Employer
(ii) Becomes disabled (eligible for Social Security disability payments)
(iii) Death

Otherwise, the vested portion of any participant's account is subject to a six-year schedule as follows:

| Years of credited service | Vested percentage |
|---|---|
| Less than 2 | 0% |
| 2, but less than 3 | 20% |
| 3, but less than 4 | 40% |
| 4, but less than 5 | 60% |
| 5, but less than 6 | 80% |
| 6 or more | 100% |

Notes Receivable from Participants

Participants may borrow up to 50% of the amount in his or her individual account not to exceed $50,000 of the non-forfeitable amount of their account balance. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate similar to the rate charged for a loan made under similar circumstances by persons in the business of lending money. Loans are generally due within five years of issuance, unless for the purchase of a principal residence, in which case repayment is limited to a period consistent with the terms set by the Plan sponsor.

Failure to make loan payments in accordance with the terms of the loan will result in a loan default. The defaulted loan balance will be taxable income to the participant.

Payment of Benefits

Participants are eligible to receive benefit payments when they terminate service or reach age 65. On termination of service, a participant may elect to receive a partial withdrawal if terminated, direct rollover or a lump sum amount equal to the participant's account. Benefit payments are also permitted for death, disability and hardship.

Note 1 - Description of Plan (cont'd.)

Payment of Benefits (cont'd.)

Plan regulations mandate that the distribution of a participant`s benefit commence when the participant attains age 70 1/2, or retires, whichever occurs later. Active participants may take withdrawals from their rollover contributions at any time.

Forfeitures

Portions of nonvested accounts are forfeited at the time a participant terminates service with the Employer and begins receiving distributions of the vested portion of his/her account, or when the participant incurs five consecutive one-year breaks in service, whichever is later. Forfeited account balances are used to either reduce Employer contributions or are allocated to the remaining participants' accounts. Through December 31, 2013, there were no employer contributions to the Plan. Accordingly, there were no forfeitures for the year ended December 31, 2013.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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 5 for a discussion of fair value measurements). The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, trustee and insurance company.

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

Note 2 - Summary of Significant Accounting Policies (cont'd.)

Notes Receivable from Participants

Notes receivable from Plan participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2013 and 2012.

Payments of Benefits

Benefits are recorded upon payment.

Administrative Expenses

The Plan sponsor has agreed to assist in the administration of the Plan and absorb certain administrative costs related to the Plan.

Note 3 - Information Prepared and Certified By Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Mass Mutual Retirement Services, the trustee of the Plan, at December 31, 2013 and 2012, and for the year ended December 31, 2013. This information has not been audited by the independent auditors.

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value: | | |
| Unallocated insurance contracts, at contract value | $ 333,504 | $ 313,514 |
| Pooled separate accounts | 1,830,997 | 1,684,952 |
| Total | $ 2,164,501 | $ 1,998,466 |
| Notes receivable from participants | $ 89,750 | $ 63,986 |
| Net appreciation in fair value of investments from: | | |
| Pooled separate accounts | $ 301,341 | |

Note 4 - Investments

At December 31, 2013 and 2012, investments that represent 5% or more of the Plan's net assets consisted of the following:

| | 2013 | 2012 |
|---|---|---|
| PIMCO Total Return R | $ 151,540 | $ 142,713 |
| Alger Captl App Inst R | 146,804 | 141,172 |
| Amcent Equity Income R | 141,594 | 145,672 |
| Hartford Fixed Account | 333,504 | 313,514 |
| Invesco Equity and Income R | 182,617 | 116,012 |
| JPMorgan Smartretirement 2025 R | 180,911 | 148,972 |
| MFS Govt Securities R2 | 148,716 | 143,663 |
| Mutual Global Discovery R | 124,178 | 130,166 |
| Putnam Hy Advantage R | 159,912 | 149,566 |
| Ridgeworth Sc Val Eq A | 121,439 | 109,695 |
| Lord Abbett Fnd Equity R3 | * | 112,631 |
| Other | 473,286 | 344,690 |
| Total | $ 2,164,501 | $ 1,998,466 |

* Fund was not greater than 5% at December 31, 2013.

Note 5 - Fair Value Measurements

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

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

Note 5 - Fair Value Measurements (cont'd.)

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.

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

*Pooled Separate Accounts*: Value based on the observable net asset value of the underlying investment.

*Unallocated Insurance Contracts*: Value based on actuarial formula as defined under the terms of the contract. No unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2013 and 2012:

| | Assets at Fair Value at December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 376,905 | $ - | $ 376,905 |
| Bond | - | 460,168 | - | 460,168 |
| Large Cap | - | 456,267 | - | 456,267 |
| Mid Cap | - | 107,240 | - | 107,240 |
| Small Cap | - | 156,931 | - | 156,931 |
| International / Global | - | 265,416 | - | 265,416 |
| Specialty | - | 8,070 | - | 8,070 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | 333,504 | - | 333,504 |
| Total Investments | $ - | $ 2,164,501 | $ - | $ 2,164,501 |

Note 5 - Fair Value Measurements (cont'd.)

| | Assets at Fair Value at December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 271,452 | $ - | $ 271,452 |
| Bond | - | 435,942 | - | 435,942 |
| Large Cap | - | 438,519 | - | 438,519 |
| Mid Cap | - | 111,787 | - | 111,787 |
| Small Cap | - | 145,950 | - | 145,950 |
| International / Global | - | 272,768 | - | 272,768 |
| Specialty | - | 8,534 | - | 8,534 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | - | 313,514 | 313,514 |
| Total Investments | $ - | $ 1,684,952 | $ 313,514 | $ 1,998,466 |

The following table provides a summary of the change in fair value on a recurring basis for Level 3 assets for the year ended December 31, 2013:

| | Unallocated Insurance Contract 2013 | |
|---|---|---|
| Beginning Balance | $ 313,514 | |
| Total investment income included in changes in net assets | 10,199 | |
| Purchases | 12,637 | |
| Sales | (2,846) | |
| Transfer to Level 2 | (333,504) | (a) |
| Ending Balance | $ - | |

(a) Transferred from Level 3 to Level 2 because observable market data became available for the unallocated insurance contract.

Note 6 - Hartford Fixed Account

The Plan entered into an investment with Hartford Life Insurance Company. Under the terms of the contract, Hartford Life Insurance Company maintains contributions in a general account. The account is credited with earnings on the underlying investments and is charged for Plan withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which equals the contract value, as reported to the Plan by MassMutual Retirement Services. The contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and investment fees. The average yield earned by the Plan and credited to participants was 3.0% for the year ended December 31, 2013.

Note 7 - Income Tax Status

The Plan has received a determination letter from the IRS dated March 31, 2008, stating that the Plan is qualified under Section 401(a) and is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code ("IRC"). The Trustees believe that the Plan, including amendments subsequent to the IRS determination, is currently designed and operated in compliance with the requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax exempt at the financial statement date.

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

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that at December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Party-in-Interest Transactions

Certain Plan investments are held by the manager of the investment; therefore, transactions relating to those investments qualify as exempt party-in-interest transactions and are identified as such on the supplemental schedule of investments.

Note 9 - Plan Termination

The Plan sponsor intends to continue the Plan indefinitely, but reserves the rights to amend or terminate it as provided by the applicable Trust Agreement and Plan provisions. If the Plan is terminated, the rights of all affected participants and beneficiaries, to the value of the amounts credited to participants' accounts, shall be nonforfeitable and the Plan assets will be allocated to pay all obligations of the Plan and to provide benefits to those eligible under the terms of the Plan and as otherwise required by law.

Note 10 - Risk and Uncertainties

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

Note 11 - Reconciliation of Financial Statements to Schedule H of the Form 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 2,261,830 | $ 2,066,962 |
| Adjustment for employee contributions receivable | (7,579) | (4,510) |
| Net assets available for benefits per the Form 5500 | $ 2,254,251 | $ 2,062,452 |

The following is a reconciliation of contributions received per the financial statements for the year ended December 31, 2013 to the Form 5500:

| | |
|---|---|
| Contributions received per the financial statements | $ 227,978 |
| Prior year contributions receivable | 4,510 |
| End of year contributions receivable | (7,579) |
| Contributions received per the Form 5500 | $ 224,909 |

Note 12 - Subsequent Events

The Plan Administrator has evaluated all events or transactions that occurred after December 31, 2013 through the date of these financial statements, which is the date that the financial statements were available to be issued. During this period, there were no material subsequent events requiring disclosure.

SUPPLEMENTAL SCHEDULE

Schedule H - Part IV - Item 4i - Schedule of Assets (Held at End of Year)
Attachment- Form 5500
Plan EIN: 13-2685629
Plan Number: 001

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
SUPPLEMENTAL SCHEDULE
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

| (a) | (b) Identity of Issuer | (c) Description of Investments | (d) Cost** | (e) Current Value |
|---|---|---|---|---|
| | PIMCO | PIMCO Total Return R | ** | $ 151,540 |
| | Alger | Alger Captl App Inst R | ** | 146,804 |
| | Amcent | Amcent Equity Income R | ** | 141,594 |
| | Blackrock | Blackrock Global Allocation R | ** | 4,812 |
| * | Hartford | Hartford Fixed Account | ** | 333,504 |
| * | Hartford | Hartford Index Hls Ib | ** | 58,783 |
| | Invesco | Invesco Equity and Income R | ** | 182,617 |
| | Invesco | Invesco Real Estate R | ** | 8,070 |
| | JPMorgan | JPMorgan Smartretirement 2025 R | ** | 180,911 |
| | JPMorgan | JPMorgan Smartretirement 2030 R | ** | 4,036 |
| | JPMorgan | JPMorgan Smartretirement 2040 R | ** | 4,529 |
| | LA Developing | LA Developing Growth R3 | ** | 35,492 |
| | Lord Abbett | Lord Abbett Fnd Equity R3 | ** | 109,086 |
| | Lord Abbett | Lord Abbett Grwth Opps R3 | ** | 52,666 |
| | MFS Govt | MFS Govt Securities R2 | ** | 148,716 |
| | Mutual Global | Mutual Global Discovery R | ** | 124,178 |
| | Oppenheimer | Oppenheimer Dev Mkts N | ** | 91,333 |
| | Putnam | Putnam Hy Advantage R | ** | 159,912 |
| | Ridgeworth | Ridgeworth Mc Val Eq A | ** | 54,574 |
| | Ridgeworth | Ridgeworth Sc Val Eq A | ** | 121,439 |
| * | Hartford | The Hartford Internat'l Sm Co R | ** | 28,791 |
| | Thornburg | Thornburg Intl Value R3 | ** | 21,114 |
| | Total Investments | | | 2,164,501 |
| | Participant Loans | Interest rates range from 3.25% to 5.25%. | - | 89,750 |
| | | Total | | $ 2,254,251 |

* Indicates party-in-interest to the Plan.

**Cost information not required for participant - directed investments.

See independent auditors' report.

# NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

## FINANCIAL STATEMENTS

## DECEMBER 31, 2013 AND 2012

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES

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| Schedule of Assets (Held at End of Year) at December 31, 2013 | 14 |

# INDEPENDENT AUDITORS' REPORT

To The Trustees
Nathel & Nathel, Inc. 401(k) Plan For Union Employees

We were engaged to audit the accompanying financial statements of Nathel & Nathel, Inc. 401(k) Plan For Union Employees, which comprise the statement of net assets available for benefits at December 31, 2013, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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

**Auditors' 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 by MassMutual Retirement Services, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee at and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.



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**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 – Supplemental Schedule**

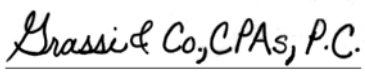
We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) at December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Other Matter - 2012 Financial Statements**

The statement of net assets available for benefits of the Plan at December 31, 2012, was audited by other auditors. Their report, dated July 29, 2013, expressed an unmodified opinion on that statement.

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

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



GRASSI & CO., CPAs, P.C.

New York, New York
October 14, 2014

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

ASSETS

| | 2013 | 2012 |
|---|---|---|
| INVESTMENTS, AT FAIR VALUE | | |
| Pooled separate accounts | $ 1,830,997 | $ 1,684,952 |
| Unallocated insurance contracts | 333,504 | 313,514 |
| Total Investments | 2,164,501 | 1,998,466 |
| RECEIVABLES: | | |
| Employee contributions receivable | 7,579 | 4,510 |
| Notes receivable from participants | 89,750 | 63,986 |
| Total Assets | 2,261,830 | 2,066,962 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 2,261,830 | $ 2,066,962 |

The accompanying notes are an integral part of these financial statements.

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment Income: | | |
| Net appreciation in fair value of investments | $ | 301,341 |
| Interest and dividend income | | 9,539 |
| Total investment income | | 310,880 |
| Interest income on notes receivable from participants | | 2,367 |
| Employee contributions | | 227,978 |
| Total Additions | | 541,225 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 345,381 |
| Management fees | | 976 |
| Total Deductions | | 346,357 |
| NET INCREASE | | 194,868 |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| Beginning of year | | 2,066,962 |
| End of year | $ | 2,261,830 |

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of Nathel & Nathel, Inc. 401(k) Plan For Union Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan became effective January 1, 1996 as a defined contribution profit sharing plan covering eligible employees of Nathel & Nathel, Inc. and Nathel Trucking, Inc. (known collectively as the "Employer") who are members of the International Brotherhood of Teamsters Local 202 or the Office and Professional Employees International Union Local 153 (the "Unions"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may elect salary deferrals and after-tax Roth 401(k) contributions up to the annual maximum established by the Internal Revenue Service ("IRS") during any plan year. Participants who are age 50 at the end of any calendar year may make "catch up" contributions up to the annual maximum established by the IRS during any plan year. The Plan also accepts eligible rollover contributions or transfers as defined by the Plan. The Employer may make contributions at the discretion of the Plan sponsor. For the year ended December 31, 2013, there were no Employer contributions into the Plan.

Eligibility

Employees of the Employer who are at least 21 years of age or older and are members of the Unions are eligible to participate at the beginning of the calendar quarter following completion of 1,000 hours of service in covered employment within one year of the employee's hire date or during the first plan year beginning after the employee's hire date.

Participant Accounts

Each participant's account is credited with the participant's contributions, and the participant's proportionate share of the Plan's earnings. Each participant's account is debited with the participant's withdrawal, the participant's proportionate share of the Plan's losses, and the Plan's service charge. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Note 1 - Description of Plan (cont'd.)

Vesting

Participants are immediately vested in their salary deduction or rollover contributions plus actual earnings or losses thereon. In addition, a participant will become 100% vested in profit sharing and matching contributions under the following conditions:

(i) Attains age 65 while employed by the Employer
(ii) Becomes disabled (eligible for Social Security disability payments)
(iii) Death

Otherwise, the vested portion of any participant's account is subject to a six-year schedule as follows:

| Years of credited service | Vested percentage |
|---|---|
| Less than 2 | 0% |
| 2, but less than 3 | 20% |
| 3, but less than 4 | 40% |
| 4, but less than 5 | 60% |
| 5, but less than 6 | 80% |
| 6 or more | 100% |

Notes Receivable from Participants

Participants may borrow up to 50% of the amount in his or her individual account not to exceed $50,000 of the non-forfeitable amount of their account balance. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate similar to the rate charged for a loan made under similar circumstances by persons in the business of lending money. Loans are generally due within five years of issuance, unless for the purchase of a principal residence, in which case repayment is limited to a period consistent with the terms set by the Plan sponsor.

Failure to make loan payments in accordance with the terms of the loan will result in a loan default. The defaulted loan balance will be taxable income to the participant.

Payment of Benefits

Participants are eligible to receive benefit payments when they terminate service or reach age 65. On termination of service, a participant may elect to receive a partial withdrawal if terminated, direct rollover or a lump sum amount equal to the participant's account. Benefit payments are also permitted for death, disability and hardship.

Note 1 - Description of Plan (cont'd.)

Payment of Benefits (cont'd.)

Plan regulations mandate that the distribution of a participant`s benefit commence when the participant attains age 70 1/2, or retires, whichever occurs later. Active participants may take withdrawals from their rollover contributions at any time.

Forfeitures

Portions of nonvested accounts are forfeited at the time a participant terminates service with the Employer and begins receiving distributions of the vested portion of his/her account, or when the participant incurs five consecutive one-year breaks in service, whichever is later. Forfeited account balances are used to either reduce Employer contributions or are allocated to the remaining participants' accounts. Through December 31, 2013, there were no employer contributions to the Plan. Accordingly, there were no forfeitures for the year ended December 31, 2013.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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 5 for a discussion of fair value measurements). The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, trustee and insurance company.

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

Note 2 - Summary of Significant Accounting Policies (cont'd.)

Notes Receivable from Participants

Notes receivable from Plan participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2013 and 2012.

Payments of Benefits

Benefits are recorded upon payment.

Administrative Expenses

The Plan sponsor has agreed to assist in the administration of the Plan and absorb certain administrative costs related to the Plan.

Note 3 - Information Prepared and Certified By Trustee

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Mass Mutual Retirement Services, the trustee of the Plan, at December 31, 2013 and 2012, and for the year ended December 31, 2013. This information has not been audited by the independent auditors.

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value: | | |
| Unallocated insurance contracts, at contract value | $ 333,504 | $ 313,514 |
| Pooled separate accounts | 1,830,997 | 1,684,952 |
| Total | $ 2,164,501 | $ 1,998,466 |
| Notes receivable from participants | $ 89,750 | $ 63,986 |
| Net appreciation in fair value of investments from: | | |
| Pooled separate accounts | $ 301,341 | |

Note 4 - Investments

At December 31, 2013 and 2012, investments that represent 5% or more of the Plan's net assets consisted of the following:

| | 2013 | 2012 |
|---|---|---|
| PIMCO Total Return R | $ 151,540 | $ 142,713 |
| Alger Captl App Inst R | 146,804 | 141,172 |
| Amcent Equity Income R | 141,594 | 145,672 |
| Hartford Fixed Account | 333,504 | 313,514 |
| Invesco Equity and Income R | 182,617 | 116,012 |
| JPMorgan Smartretirement 2025 R | 180,911 | 148,972 |
| MFS Govt Securities R2 | 148,716 | 143,663 |
| Mutual Global Discovery R | 124,178 | 130,166 |
| Putnam Hy Advantage R | 159,912 | 149,566 |
| Ridgeworth Sc Val Eq A | 121,439 | 109,695 |
| Lord Abbett Fnd Equity R3 | * | 112,631 |
| Other | 473,286 | 344,690 |
| Total | $ 2,164,501 | $ 1,998,466 |

* Fund was not greater than 5% at December 31, 2013.

Note 5 - Fair Value Measurements

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

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

Note 5 - Fair Value Measurements (cont'd.)

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.

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

*Pooled Separate Accounts*: Value based on the observable net asset value of the underlying investment.

*Unallocated Insurance Contracts*: Value based on actuarial formula as defined under the terms of the contract. No unobservable inputs.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2013 and 2012:

| | Assets at Fair Value at December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 376,905 | $ - | $ 376,905 |
| Bond | - | 460,168 | - | 460,168 |
| Large Cap | - | 456,267 | - | 456,267 |
| Mid Cap | - | 107,240 | - | 107,240 |
| Small Cap | - | 156,931 | - | 156,931 |
| International / Global | - | 265,416 | - | 265,416 |
| Specialty | - | 8,070 | - | 8,070 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | 333,504 | - | 333,504 |
| Total Investments | $ - | $ 2,164,501 | $ - | $ 2,164,501 |

Note 5 - Fair Value Measurements (cont'd.)

| | Assets at Fair Value at December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments, at estimated fair value | | | | |
| Pooled separate accounts: | | | | |
| Asset Allocation | $ - | $ 271,452 | $ - | $ 271,452 |
| Bond | - | 435,942 | - | 435,942 |
| Large Cap | - | 438,519 | - | 438,519 |
| Mid Cap | - | 111,787 | - | 111,787 |
| Small Cap | - | 145,950 | - | 145,950 |
| International / Global | - | 272,768 | - | 272,768 |
| Specialty | - | 8,534 | - | 8,534 |
| Unallocated insurance contracts: | | | | |
| Fixed income | - | - | 313,514 | 313,514 |
| Total Investments | $ - | $ 1,684,952 | $ 313,514 | $ 1,998,466 |

The following table provides a summary of the change in fair value on a recurring basis for Level 3 assets for the year ended December 31, 2013:

| | Unallocated Insurance Contract 2013 | |
|---|---|---|
| Beginning Balance | $ 313,514 | |
| Total investment income included in changes in net assets | 10,199 | |
| Purchases | 12,637 | |
| Sales | (2,846) | |
| Transfer to Level 2 | (333,504) | (a) |
| Ending Balance | $ - | |

(a) Transferred from Level 3 to Level 2 because observable market data became available for the unallocated insurance contract.

Note 6 - Hartford Fixed Account

The Plan entered into an investment with Hartford Life Insurance Company. Under the terms of the contract, Hartford Life Insurance Company maintains contributions in a general account. The account is credited with earnings on the underlying investments and is charged for Plan withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which equals the contract value, as reported to the Plan by MassMutual Retirement Services. The contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and investment fees. The average yield earned by the Plan and credited to participants was 3.0% for the year ended December 31, 2013.

Note 7 - Income Tax Status

The Plan has received a determination letter from the IRS dated March 31, 2008, stating that the Plan is qualified under Section 401(a) and is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code ("IRC"). The Trustees believe that the Plan, including amendments subsequent to the IRS determination, is currently designed and operated in compliance with the requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax exempt at the financial statement date.

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

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that at December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Party-in-Interest Transactions

Certain Plan investments are held by the manager of the investment; therefore, transactions relating to those investments qualify as exempt party-in-interest transactions and are identified as such on the supplemental schedule of investments.

Note 9 - Plan Termination

The Plan sponsor intends to continue the Plan indefinitely, but reserves the rights to amend or terminate it as provided by the applicable Trust Agreement and Plan provisions. If the Plan is terminated, the rights of all affected participants and beneficiaries, to the value of the amounts credited to participants' accounts, shall be nonforfeitable and the Plan assets will be allocated to pay all obligations of the Plan and to provide benefits to those eligible under the terms of the Plan and as otherwise required by law.

Note 10 - Risk and Uncertainties

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

Note 11 - Reconciliation of Financial Statements to Schedule H of the Form 5500

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

| | 2013 | 2012 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 2,261,830 | $ 2,066,962 |
| Adjustment for employee contributions receivable | (7,579) | (4,510) |
| Net assets available for benefits per the Form 5500 | $ 2,254,251 | $ 2,062,452 |

The following is a reconciliation of contributions received per the financial statements for the year ended December 31, 2013 to the Form 5500:

| | |
|---|---|
| Contributions received per the financial statements | $ 227,978 |
| Prior year contributions receivable | 4,510 |
| End of year contributions receivable | (7,579) |
| Contributions received per the Form 5500 | $ 224,909 |

Note 12 - Subsequent Events

The Plan Administrator has evaluated all events or transactions that occurred after December 31, 2013 through the date of these financial statements, which is the date that the financial statements were available to be issued. During this period, there were no material subsequent events requiring disclosure.

SUPPLEMENTAL SCHEDULE

Schedule H - Part IV - Item 4i - Schedule of Assets (Held at End of Year)
Attachment- Form 5500
Plan EIN: 13-2685629
Plan Number: 001

NATHEL & NATHEL, INC. 401(k) PLAN FOR UNION EMPLOYEES
SUPPLEMENTAL SCHEDULE
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2013

| (a) | (b) Identity of Issuer | (c) Description of Investments | (d) Cost** | (e) Current Value |
|---|---|---|---|---|
| | PIMCO | PIMCO Total Return R | ** | $ 151,540 |
| | Alger | Alger Captl App Inst R | ** | 146,804 |
| | Amcent | Amcent Equity Income R | ** | 141,594 |
| | Blackrock | Blackrock Global Allocation R | ** | 4,812 |
| * | Hartford | Hartford Fixed Account | ** | 333,504 |
| * | Hartford | Hartford Index Hls Ib | ** | 58,783 |
| | Invesco | Invesco Equity and Income R | ** | 182,617 |
| | Invesco | Invesco Real Estate R | ** | 8,070 |
| | JPMorgan | JPMorgan Smartretirement 2025 R | ** | 180,911 |
| | JPMorgan | JPMorgan Smartretirement 2030 R | ** | 4,036 |
| | JPMorgan | JPMorgan Smartretirement 2040 R | ** | 4,529 |
| | LA Developing | LA Developing Growth R3 | ** | 35,492 |
| | Lord Abbett | Lord Abbett Fnd Equity R3 | ** | 109,086 |
| | Lord Abbett | Lord Abbett Grwth Opps R3 | ** | 52,666 |
| | MFS Govt | MFS Govt Securities R2 | ** | 148,716 |
| | Mutual Global | Mutual Global Discovery R | ** | 124,178 |
| | Oppenheimer | Oppenheimer Dev Mkts N | ** | 91,333 |
| | Putnam | Putnam Hy Advantage R | ** | 159,912 |
| | Ridgeworth | Ridgeworth Mc Val Eq A | ** | 54,574 |
| | Ridgeworth | Ridgeworth Sc Val Eq A | ** | 121,439 |
| * | Hartford | The Hartford Internat'l Sm Co R | ** | 28,791 |
| | Thornburg | Thornburg Intl Value R3 | ** | 21,114 |
| | Total Investments | | | 2,164,501 |
| | Participant Loans | Interest rates range from 3.25% to 5.25%. | - | 89,750 |
| | | Total | | $ 2,254,251 |

* Indicates party-in-interest to the Plan.

**Cost information not required for participant - directed investments.

See independent auditors' report.