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
HUNTSWORTH GROUP, INC. USA 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1993

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

HUNTSWORTH GROUP, INC.

ONE SOUTH BROAD STREET
12TH FLOOR
PHILADELPHIA, PA 19107

2b Employer Identification Number (EIN)
13-3313044

2c Sponsor's telephone number
215-928-2367

2d Business code (see instructions)
541800

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	NICOLE LAIRD
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	613
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**	375
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	354
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	729
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	729
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	665
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	34
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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

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

A Name of plan
HUNTSWORTH GROUP, INC. USA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTSWORTH GROUP, INC.

D Employer Identification Number (EIN)
13-3313044

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

CITRIN COOPERMAN

22-2428965

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	10218	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2800	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BROWN SMALL CO INV - ALPS FUND SER 20-3247785	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY CORE EQUITY I - DREYFUS TRANS 200 PARK AVENUE NEW YORK, NY 10166	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GUGGENHEIM MC VAL A - RYDEX FUND S P.O.BOX 8081 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INST - HARBOR SERVICES 34-1953399	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM MIDCAP VALUE IS - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LZRD EMRG MKTS EQ IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R3 - MFS SERVICE CENTER 04-2865649	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE A - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.50%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE I - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK INTL I - BOSTON FINANCIAL	P.O. BOX 8480 BOSTON, MA 02266	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR GOLD SPLMIN Y - OFI GLOBAL	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM DIVERS INC INST - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.03%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.03%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS EMERGING MKTS A - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.55%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY SM CO OPP I - CITI FUND SE 31-1249295	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA GROWTH INST - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.15%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
HUNTSWORTH GROUP, INC. USA 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
HUNTSWORTH GROUP, INC.

D Employer Identification Number (EIN)
13-3313044

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	1022378

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
HUNTSWORTH GROUP, INC. USA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTSWORTH GROUP, INC.

D Employer Identification Number (EIN)
13-3313044

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2102736	1947302
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	378291	411616
(9) Value of interest in common/collective trusts	1c(9)	314792	1022378
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	26537242	42689923
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	29333061	46071219
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	29333061	46071219

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)	870726	
(B) Participants	2a(1)(B)	2388803	
(C) Others (including rollovers)	2a(1)(C)	1030368	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4289897
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	205	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	23833	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		24038
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1756599	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1756599
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9717
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6295167
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		12375418
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7561027	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		7561027
f Corrective distributions (see instructions)	2f		4449
g Certain deemed distributions of participant loans (see instructions)	2g		14473
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	16590	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		16590
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7596539
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4778879
l Transfers of assets:			
(1) To this plan	2l(1)		11959279
(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: CITRIN COOPERMAN & COMPANY LLP **(2)** EIN: 22-2428965

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
HUNTSWORTH GROUP, INC. USA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTSWORTH GROUP, INC.

D Employer Identification Number (EIN)
13-3313044

Part I Distributions

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

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

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

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2013

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
FOR THE YEAR ENDED DECEMBER 31, 2013

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CITRIN COOPERMAN
Attest & Assurance | Tax Compliance & Research | Specialty & Consulting

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Huntsworth Group, Inc. USA and Affiliates 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, line 4i - assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental 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.

Citrin Cooperman & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

Philadelphia, Pennsylvania
October 8, 2014

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
Assets:		
Investments, at fair value:		
Money market fund	$ 1,947,302	$ 2,102,736
Mutual funds	42,689,923	26,537,241
Common collective trust	1,022,378	314,793
Total investments, at fair value	45,659,603	28,954,770
Assets in transit from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	-	11,295,776
Receivables:		
Participant contributions	73,103	73,569
Employer contributions	35,021	36,004
Notes receivable from participants	411,616	378,291
Total receivables	519,740	487,864
Net assets reflecting investments at fair value	46,179,343	40,738,410
Adjustment from fair value to contract value for the fully benefit-responsive investment contract	(15,410)	(9,009)
NET ASSETS AVAILABLE FOR BENEFITS	$ 46,163,933	$ 40,729,401

See accompanying notes to financial statements.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
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	$ 6,298,482
Dividend and interest income	1,756,803
Total investment income	8,055,285
Interest on notes receivable from participants	23,833
Contributions:	
Participant	2,388,337
Employer	869,743
Rollover	1,030,368
Total contributions	4,288,448
Total additions	12,367,566
Deductions from net assets attributed to:	
Participant distributions	7,565,476
Deemed distributions	14,473
Other	16,588
Total deductions	7,596,537
Net increase in net assets before transfer	4,771,029
Transfer from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	663,503
Net increase	5,434,532
Net assets available for benefits - beginning	40,729,401
NET ASSETS AVAILABLE FOR BENEFITS - ENDING	$ 46,163,933

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The following description of the Huntsworth Group, Inc. USA and Affiliates 401(k) Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the agreement governing the Plan (the "Plan Agreement").

General

The Plan is a participant-directed, defined contribution plan that became effective on May 1, 1990. The Plan covers all nonunion employees of Huntsworth Group, LLC and Affiliates (the "Company"). The subsidiaries of Huntsworth Group, LLC that actively participated in the Plan in 2013, were as follows:

Grayling Communications, Inc.
Rose & Kindel
Huntsworth Health North America LLC
Huntsworth Health Corporation
Grayling Connecting Point LLC
ApotheCom ScopeMedical Inc.
Dutko Global Inc.
Dutko Worldwide, LLC
Dutko Poole McKinley, LLC
Whiteboard Advisors, LLC
Huntsworth Financial, Inc.

Plan merger

In September 2012, the Company's management approved the merger of the Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust ("Dutko Plan") into the Plan effective January 1, 2013. As a result of the merger, net assets of the Dutko Plan of $11,295,776 and $663,503, were transferred to the Plan during the years ended December 31, 2012 and 2013, respectively. Under the merger guidelines, participants of the Plan were subject to a blackout period from December 24, 2012 through January 31, 2013, during which time they were not able access their investments.

During the year ended December 31, 2012, Great-West Life & Annuity Insurance Company and Orchard Trust Company served as the custodians of the Dutko Plan. As a result of the merger, the assets were transferred to Fidelity Management Trust Company (the "Trustee") at fair value. Due to the timing of the transfer, assets including accrued interest and dividends were physically transferred subsequent to December 31, 2012. As a result of the merger of the plans, the following assets (and related participant account balances) ceased to be part of the Dutko Plan as of the end of December 31, 2012, and were considered to be part of the Plan upon the merger effective date of January 1, 2013. A summary of these assets as of December 31, 2012 follows:

Investments, at fair value	$ 11,169,992
Notes receivable from participants	123,276
Forfeitures	2,508
	$ 11,295,776

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

During the year ended December 31, 2013, investments amounting to $663,503 that were not transferred at December 31, 2012, because they were under contract in a common collective trust, were transferred from the Dutko Plan to the Trustee at fair value.

Eligibility

Employees are eligible to participate in the Plan at age 21 after completing one month of service as defined by the Plan Agreement. An employee's contributions will begin as of the first day of the first payroll period following his or her enrollment.

Contributions

Participants may elect to contribute between 1% and 92% of their pre-tax annual compensation. A participant who is a highly compensated employee, as defined, may be limited to less than 92% due to the existence of certain tests required under the Internal Revenue Code ("IRC"). The employee contribution limit in 2013 was $17,500. Participants are allowed to designate all or a portion of their contributions as Roth contributions.

Participants who have attained age 50 before the end of the Plan year and who contribute the maximum allowed under the Plan in 2013 are permitted to contribute an additional $5,500 to the Plan.

Each participant is eligible to receive an allocation of employer matching contributions and profit-sharing contributions after performing 3 months of service. The Company may make a matching contribution for each eligible participant at its discretion.

With the consent of the Plan administrator, participants may make rollover contributions into their accounts by transferring the amount of a distribution received from a tax-qualified plan maintained by another employer of an individual retirement account within 60 days after receipt of the distribution.

All participant and employer contributions are directed by the participant among the then-available investment options. The Plan administrator may add or delete investment funds.

Participant accounts

Individual accounts are maintained for each Plan participant to reflect the participant's contributions, related matching contribution, and Plan income and loss.

Notes receivable from participants

Participants may borrow from their fund account a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested account balance or $50,000 minus the highest outstanding loan balance they had in the preceding 12 months. The maximum loan term is 60 months or up to 240 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate on the first business day of the month in which the loan was taken plus 1.5%. To cover administrative costs, participants will be charged a $75 loan origination fee. Loans shall be repaid ratably by the participant through payroll deductions each pay period. Interest rates on outstanding balances at December 31, 2013 and 2012, ranged from 3.25% to 6.25% and 3.25% to 8.5%, respectively.

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Notes receivable from participants (continued)
If a participant fails to make a payment when the loan is due under the terms of the loan, that participant will be in default. In the event of default, the loan shall become due and payable immediately and interest will continue to accrue until the entire loan balance is repaid. The Plan will take all reasonable actions to collect the balance owed on the loan. Under certain circumstances, the loan in default could be considered a distribution from the Plan and could be considered income to the participant. In any event, failure to repay a loan will reduce the benefit a participant would otherwise be entitled to from the Plan.

Vesting
Participants are fully vested in their contributions and earnings thereon. A participant becomes vested in the Company's matching contributions and profit-sharing contributions over a three-year period as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1 year	33%
2 years	66%
3 years	100%

A participant becomes fully vested in the Company's matching contribution and profit-sharing contribution upon disability, death, or termination of plan.

Payment of benefits
Active participants may receive distributions from their elective contribution account and their rollover contribution account at any time after attaining the age of 59 and a half or due to hardships as defined in the Plan Agreement.

Upon termination of service due to death, disability, or retirement (age 55), a participant is entitled to a lump-sum payment if their account balance is equal to or less than $1,000 at the time of distribution. If the amount of distribution exceeds $1,000 and the participant is married for at least one year at the time of retirement, the participant may elect to have the vested portion of their account balance distributed and used to purchase an annuity under spousal consent. The participant can choose to receive a 50% joint and survivor annuity, wherein if the participant dies, the spouse will receive 50% of the benefit the participant was receiving at the time of death. The alternative forms of payment are a single lump-sum distribution, installment payments over a period up to ten years, or an alternative form of annuity. For termination of services for reasons other than the above or for a rollover into another qualified plan, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, less applicable taxes.

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Forfeited accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $136,907 and $141,266, respectively. These accounts will be used to pay certain administrative expenses of the Plan as well as to reduce future employer contributions to the Plan. During 2013, the Plan reclassified match contributions allocated to highly compensated participants to the forfeiture account pursuant to the Internal Revenue Service ("IRS") tax examination described in Note 5.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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

Use of estimates

The preparation of financial statements in conformity with GAAP 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 revenue 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 9 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned in a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected in the net appreciation in fair market value of such investments.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement,* establishes a 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). Categorization within the valuation hierarchy is based upon the lowest level of 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. Under this standard, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date.

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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 assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

Payment of benefits

Benefits are recorded when paid.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Agreement.

Other

Expenses of administering the Plan, other than loan fees, are paid by either Huntsworth Group, LLC (the "Sponsor") or with funds from forfeited nonvested accounts.

Subsequent events

In accordance with FASB ASC 855, *Subsequent Events,* the Company has evaluated subsequent events through October 8, 2014, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

NOTE 3. RISKS AND UNCERTAINTIES

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

NOTE 4. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants are entitled to the entire amount of their employer contributions.

NOTE 5. TAX STATUS

The Plan uses a prototype plan document sponsored by Fidelity Management & Research Company ("FMRC"). The IRS has determined and informed FMRC, in a letter dated March 31, 2008, that the prototype document satisfied the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. In addition, the Plan has been amended since FMRC's receipt of the letter discussed above. Nevertheless, the Plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC, and therefore believes that the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, 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. The Plan was under examination for the tax years ended December 31, 2000 through December 31, 2011. The tax examinations concluded in 2013. The Plan administrator believes it is no longer subject to income tax examinations by taxing authorities for years prior to 2010.

NOTE 6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 as of December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per financial statements	$ 46,163,933	$ 40,729,401
Adjustment from fair value to contract value for the fully benefit-responsive investment contract	15,410	9,009
Participant contributions receivable	(73,103)	(73,569)
Employer contributions receivable	(35,021)	(36,004)
Due from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	-	(11,295,776)
Net assets available for benefit per Form 5500	$ 46,071,219	$ 29,333,061

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 for the year ended December 31, 2013:

Net increase in net assets after transfer per financial statements	$ 5,434,532
Current year adjustment from fair value to contract value for the fully benefit-responsive investment contract	15,410
Prior year adjustment from fair value to contract value for the fully benefit-responsive investment contract	(9,009)
Participant contributions receivable	(73,103)
Employer contributions receivable	(35,021)
Prior year participant contribution receivable	73,569
Prior year employer contribution receivable	36,004
Transfer from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	(663,503)
Net increase in net assets per Form 5500	$ 4,778,879

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following tables summarize investment and other asset information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule, that was prepared by, or derived from, information prepared by the Trustee, and furnished to the Plan administrator. The Plan administrator has obtained a certification from the Trustee that such information is complete and accurate.

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

At December 31, 2013 and 2012, information certified by the Trustee as complete and accurate is as follows:

	2013	2012
Individual investments representing 5% or more of net assets available for benefits:		
Mutual Funds:		
Fidelity Contra Fund	$ 6,534,994	$ 3,875,316
Fidelity Low Priced Stock Fund	3,369,567	2,726,022
Fidelity Spartan 500 Index Adv	2,849,574	*
PIMCO Total Return Admin Fund	2,364,253	*
Harbor International Inv	3,969,022	2,049,062
All other mutual funds (individually less than 5% of net assets available for benefits)	23,602,513	17,886,841
	42,689,923	26,537,241
Money market fund:		
Fidelity Retire MMKT	1,947,302	2,102,736
Common collective trust	1,006,968	305,784
Notes receivable from participants	411,616	378,291
	$ 46,055,809	$ 29,324,052

* Balance was less than 5% of the Plan's net assets available for benefits at the year indicated.

Change in net assets attributed to:

Net appreciation in fair value of investments:	
Mutual funds	$ 6,295,167
Common collective trust	3,315
Net appreciation in fair value of investments	$ 6,298,482
Interest on notes receivable from participants	$ 23,833
Dividend income	$ 1,756,803

NOTE 8. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

Certain Plan investments are shares of mutual fund companies managed by the Trustee; accordingly, these transactions qualify as party-in-interest transactions. The Trustee also provides record keeping services for the Plan. Fees paid by the Plan for investment management services amounted to $16,588 for the year ended December 31, 2013.

NOTE 9. FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value are based on one or more of three valuation techniques identified in the tables below. The valuation techniques are as follows:

(a) *Market approach.* Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;

(b) *Cost approach.* Amount that would be required to replace the service capacity of an asset (replacement cost); and

(c) *Income approach.* Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing and excess earnings models).

The following tables summarize the Plan's assets measured at fair value on a recurring basis, categorized by GAAP's valuation hierarchy, as of December 31, 2013 and 2012:

	December 31, 2013				
	Level 1	Level 2	Level 3	Total	Valuation Technique
Money market fund	$ 1,947,302	$ -	$ -	$ 1,947,302	(a)
Mutual funds:					
Blended	8,867,986	-	-	8,867,986	(a)
Growth	15,246,830	-	-	15,246,830	(a)
International	4,072,338	-	-	4,072,338	(a)
Target	9,614,556	-	-	9,614,556	(a)
Real estate	779,957	-	-	779,957	(a)
Value	4,108,256	-	-	4,108,256	(a)
Total mutual funds	42,689,923	-	-	42,689,923	
Common collective trust	-	1,022,378	-	1,022,378	(a)
	$44,637,225	$ 1,022,378	$ -	$ 45,659,603	

NOTE 9. FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2012				
	Level 1	Level 2	Level 3	Total	Valuation Technique
Money market fund	$ 2,102,736	$ -	$ -	$ 2,102,736	(a)
Mutual funds:					
Growth	11,153,523	-	-	11,153,523	(a)
Blended	9,466,723	-	-	9,466,723	(a)
International	2,814,745	-	-	2,814,745	(a)
Target	2,191,151	-	-	2,191,151	(a)
Real estate	716,763	-	-	716,763	(a)
Value	194,336	-	-	194,336	(a)
Total mutual funds	26,537,241	-	-	26,537,241	
Common collective trust	-	314,793	-	314,793	(a)
	$28,639,977	$ 314,793	$ -	$28,954,770	

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

Money market fund: carrying value approximates fair value because the instruments are liquid in nature.

Mutual funds: are valued at quoted market prices, which represent the net asset value of the securities held.

Common collective trust: is valued using a net asset value ("NAV"). The NAV of a collective trust is based on the market values of the underlying securities in an active market. The beneficial interest of each participant is represented in units. Units are issued and redeemed daily at the fund's closing NAV.

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

NOTE 10. NET ASSET VALUE PER SHARE

The following tables set forth a summary of the Plan's investments with a reported NAV per share at December 31, 2013 and 2012:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2013				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust: Fidelity Managed Income Portfolio	$1,022,378	$ -	Daily	None	None

	Fair Value Estimated Using Net Asset Value per Share December 31, 2012				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust: Fidelity Managed Income Portfolio	$ 314,793	$ -	Daily	None	None

The fair values of the investments have been estimated using the NAV of the investments:

> The common collective trust seeks to achieve a stable unit value, a competitive current return, a high-quality diversified portfolio, and liquidity by investing in high-quality insurance company and bank investment contracts, private placements, money markets, and other investments.

NOTE 11. STABLE VALUE FUND

Participants may invest in common collective trust accounts; as the guaranteed investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Fidelity Managed Income Portfolio. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fair value of the guaranteed investment contract is $1,022,378 and $314,793 as of December 31, 2013 and 2012, respectively.

NOTE 11. STABLE VALUE FUND (CONTINUED)

The interest credited to the participants is reset at least annually and in some cases may be reset more frequently. Inputs used to determine the crediting interest rate include each contract's portfolio market value, current yield to maturity, duration, and market value relative to contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Sponsor or other Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields	2013	2012
Based on actual earnings	0.89 %	1.05 %
Based on interest rate credited to participants	1.54 %	1.70 %

NOTE 12. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to nonparticipant-directed investments as of December 31, 2013 and 2012, and for the year ended December 31, 2013, is as follows:

	2013	2012
Net assets:		
Forfeiture accounts - money market fund	$ 136,663	$ 140,990
Forfeitures accounts - common collective trust	244	276
	$ 136,907	$ 141,266

	Year ended December 31, 2013
Changes in net assets:	
Balances forfeited	$ 160,660
Interest and dividends	13
Forfeited amounts used to fund employer match	(151,446)
Administrative fees	(13,586)
	$ (4,359)

SUPPLEMENTARY INFORMATION

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Registered Investment Companies:				
*	Fidelity Contra Fund	Mutual Fund	**	$ 6,534,994
*	Fidelity Growth Company Fund	Mutual Fund	**	2,116,549
*	Fidelity Government Income	Mutual Fund	**	298,262
*	Fidelity Low Priced Stock Fund	Mutual Fund	**	3,369,567
*	Fidelity Freedom Income Fund	Mutual Fund	**	68,940
*	Fidelity Freedom 2000 Fund	Mutual Fund	**	8,821
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	108,212
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	610,515
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	1,036,652
*	Fidelity Spartan Ext Market Index Inv	Mutual Fund	**	398,942
*	Fidelity Spartan Intl Index Inv	Mutual Fund	**	103,316
*	Fidelity Retire MMKT	Money Market Fund	**	1,947,303
*	Fidelity Managed Income Portfolio	Common Collective Trust	**	1,022,378
*	Fidelity Spartan 500 Index Adv	Mutual Fund	**	2,849,574
*	Fidelity Spartan US Bond Index	Mutual Fund	**	1,009,461
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	947,733
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	14,228
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	673,127
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	1,234,739
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	1,919,313
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	1,936,853
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	978,781
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	76,641
	PIMCO Total Return Admin Fund	Mutual Fund	**	2,364,253
	Harbor International Inv	Mutual Fund	**	3,969,022
	Prudential Jennsion Mid Cap Growth Q	Mutual Fund	**	339,560
	Lazard Emerging Markets Equity Instl	Mutual Fund	**	533,108
	Nuveen Real Estate I	Mutual Fund	**	779,957
	Invesco Diversified Dividend Fund R5	Mutual Fund	**	2,301,908
	Drey Core Equity I	Mutual Fund	**	527,217
	Wells Fargo Advantage Growth Inst	Mutual Fund	**	583,211
	J.P. Morgan Midcap Value IS	Mutual Fund	**	860,519
	PIM Divers Inc Inst	Mutual Fund	**	786,372
	Victory Small Company Opportunity I	Mutual Fund	**	1,273,239
	Janus Triton N	Mutual Fund	**	2,036,570
	Oppenheimer Gold & Special Minerals Y	Mutual Fund	**	39,766
				45,659,603
*	Notes receivable from participants	Outstanding participant loans (interest rates from 3.25% - 6.25%)	$0	411,616
TOTAL ASSETS HELD AT END OF THE YEAR				$ 46,071,219

* A party-in-interest to the Plan as defined by ERISA.
** Cost information has been omitted for participant-directed investments.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2013

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
FOR THE YEAR ENDED DECEMBER 31, 2013

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Huntsworth Group, Inc. USA and Affiliates 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule H, line 4i - assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental 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.

Citrin Cooperman & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

Philadelphia, Pennsylvania
October 8, 2014

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
Assets:		
Investments, at fair value:		
Money market fund	$ 1,947,302	$ 2,102,736
Mutual funds	42,689,923	26,537,241
Common collective trust	1,022,378	314,793
Total investments, at fair value	45,659,603	28,954,770
Assets in transit from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	-	11,295,776
Receivables:		
Participant contributions	73,103	73,569
Employer contributions	35,021	36,004
Notes receivable from participants	411,616	378,291
Total receivables	519,740	487,864
Net assets reflecting investments at fair value	46,179,343	40,738,410
Adjustment from fair value to contract value for the fully benefit-responsive investment contract	(15,410)	(9,009)
NET ASSETS AVAILABLE FOR BENEFITS	$ 46,163,933	$ 40,729,401

See accompanying notes to financial statements.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
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	$ 6,298,482
Dividend and interest income	1,756,803
Total investment income	8,055,285
Interest on notes receivable from participants	23,833
Contributions:	
Participant	2,388,337
Employer	869,743
Rollover	1,030,368
Total contributions	4,288,448
Total additions	12,367,566
Deductions from net assets attributed to:	
Participant distributions	7,565,476
Deemed distributions	14,473
Other	16,588
Total deductions	7,596,537
Net increase in net assets before transfer	4,771,029
Transfer from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	663,503
Net increase	5,434,532
Net assets available for benefits - beginning	40,729,401
NET ASSETS AVAILABLE FOR BENEFITS - ENDING	$ 46,163,933

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The following description of the Huntsworth Group, Inc. USA and Affiliates 401(k) Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the agreement governing the Plan (the "Plan Agreement").

General

The Plan is a participant-directed, defined contribution plan that became effective on May 1, 1990. The Plan covers all nonunion employees of Huntsworth Group, LLC and Affiliates (the "Company"). The subsidiaries of Huntsworth Group, LLC that actively participated in the Plan in 2013, were as follows:

Grayling Communications, Inc.
Rose & Kindel
Huntsworth Health North America LLC
Huntsworth Health Corporation
Grayling Connecting Point LLC
ApotheCom ScopeMedical Inc.
Dutko Global Inc.
Dutko Worldwide, LLC
Dutko Poole McKinley, LLC
Whiteboard Advisors, LLC
Huntsworth Financial, Inc.

Plan merger

In September 2012, the Company's management approved the merger of the Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust ("Dutko Plan") into the Plan effective January 1, 2013. As a result of the merger, net assets of the Dutko Plan of $11,295,776 and $663,503, were transferred to the Plan during the years ended December 31, 2012 and 2013, respectively. Under the merger guidelines, participants of the Plan were subject to a blackout period from December 24, 2012 through January 31, 2013, during which time they were not able access their investments.

During the year ended December 31, 2012, Great-West Life & Annuity Insurance Company and Orchard Trust Company served as the custodians of the Dutko Plan. As a result of the merger, the assets were transferred to Fidelity Management Trust Company (the "Trustee") at fair value. Due to the timing of the transfer, assets including accrued interest and dividends were physically transferred subsequent to December 31, 2012. As a result of the merger of the plans, the following assets (and related participant account balances) ceased to be part of the Dutko Plan as of the end of December 31, 2012, and were considered to be part of the Plan upon the merger effective date of January 1, 2013. A summary of these assets as of December 31, 2012 follows:

Investments, at fair value	$ 11,169,992
Notes receivable from participants	123,276
Forfeitures	2,508
	$ 11,295,776

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

During the year ended December 31, 2013, investments amounting to $663,503 that were not transferred at December 31, 2012, because they were under contract in a common collective trust, were transferred from the Dutko Plan to the Trustee at fair value.

Eligibility

Employees are eligible to participate in the Plan at age 21 after completing one month of service as defined by the Plan Agreement. An employee's contributions will begin as of the first day of the first payroll period following his or her enrollment.

Contributions

Participants may elect to contribute between 1% and 92% of their pre-tax annual compensation. A participant who is a highly compensated employee, as defined, may be limited to less than 92% due to the existence of certain tests required under the Internal Revenue Code ("IRC"). The employee contribution limit in 2013 was $17,500. Participants are allowed to designate all or a portion of their contributions as Roth contributions.

Participants who have attained age 50 before the end of the Plan year and who contribute the maximum allowed under the Plan in 2013 are permitted to contribute an additional $5,500 to the Plan.

Each participant is eligible to receive an allocation of employer matching contributions and profit-sharing contributions after performing 3 months of service. The Company may make a matching contribution for each eligible participant at its discretion.

With the consent of the Plan administrator, participants may make rollover contributions into their accounts by transferring the amount of a distribution received from a tax-qualified plan maintained by another employer of an individual retirement account within 60 days after receipt of the distribution.

All participant and employer contributions are directed by the participant among the then-available investment options. The Plan administrator may add or delete investment funds.

Participant accounts

Individual accounts are maintained for each Plan participant to reflect the participant's contributions, related matching contribution, and Plan income and loss.

Notes receivable from participants

Participants may borrow from their fund account a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested account balance or $50,000 minus the highest outstanding loan balance they had in the preceding 12 months. The maximum loan term is 60 months or up to 240 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate on the first business day of the month in which the loan was taken plus 1.5%. To cover administrative costs, participants will be charged a $75 loan origination fee. Loans shall be repaid ratably by the participant through payroll deductions each pay period. Interest rates on outstanding balances at December 31, 2013 and 2012, ranged from 3.25% to 6.25% and 3.25% to 8.5%, respectively.

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Notes receivable from participants (continued)
If a participant fails to make a payment when the loan is due under the terms of the loan, that participant will be in default. In the event of default, the loan shall become due and payable immediately and interest will continue to accrue until the entire loan balance is repaid. The Plan will take all reasonable actions to collect the balance owed on the loan. Under certain circumstances, the loan in default could be considered a distribution from the Plan and could be considered income to the participant. In any event, failure to repay a loan will reduce the benefit a participant would otherwise be entitled to from the Plan.

Vesting
Participants are fully vested in their contributions and earnings thereon. A participant becomes vested in the Company's matching contributions and profit-sharing contributions over a three-year period as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1 year	33%
2 years	66%
3 years	100%

A participant becomes fully vested in the Company's matching contribution and profit-sharing contribution upon disability, death, or termination of plan.

Payment of benefits
Active participants may receive distributions from their elective contribution account and their rollover contribution account at any time after attaining the age of 59 and a half or due to hardships as defined in the Plan Agreement.

Upon termination of service due to death, disability, or retirement (age 55), a participant is entitled to a lump-sum payment if their account balance is equal to or less than $1,000 at the time of distribution. If the amount of distribution exceeds $1,000 and the participant is married for at least one year at the time of retirement, the participant may elect to have the vested portion of their account balance distributed and used to purchase an annuity under spousal consent. The participant can choose to receive a 50% joint and survivor annuity, wherein if the participant dies, the spouse will receive 50% of the benefit the participant was receiving at the time of death. The alternative forms of payment are a single lump-sum distribution, installment payments over a period up to ten years, or an alternative form of annuity. For termination of services for reasons other than the above or for a rollover into another qualified plan, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, less applicable taxes.

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Forfeited accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $136,907 and $141,266, respectively. These accounts will be used to pay certain administrative expenses of the Plan as well as to reduce future employer contributions to the Plan. During 2013, the Plan reclassified match contributions allocated to highly compensated participants to the forfeiture account pursuant to the Internal Revenue Service ("IRS") tax examination described in Note 5.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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

Use of estimates

The preparation of financial statements in conformity with GAAP 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 revenue 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 9 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned in a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected in the net appreciation in fair market value of such investments.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement,* establishes a 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). Categorization within the valuation hierarchy is based upon the lowest level of 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. Under this standard, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date.

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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 assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

Payment of benefits

Benefits are recorded when paid.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Agreement.

Other

Expenses of administering the Plan, other than loan fees, are paid by either Huntsworth Group, LLC (the "Sponsor") or with funds from forfeited nonvested accounts.

Subsequent events

In accordance with FASB ASC 855, *Subsequent Events,* the Company has evaluated subsequent events through October 8, 2014, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

NOTE 3. RISKS AND UNCERTAINTIES

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

NOTE 4. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants are entitled to the entire amount of their employer contributions.

NOTE 5. TAX STATUS

The Plan uses a prototype plan document sponsored by Fidelity Management & Research Company ("FMRC"). The IRS has determined and informed FMRC, in a letter dated March 31, 2008, that the prototype document satisfied the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. In addition, the Plan has been amended since FMRC's receipt of the letter discussed above. Nevertheless, the Plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC, and therefore believes that the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, 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. The Plan was under examination for the tax years ended December 31, 2000 through December 31, 2011. The tax examinations concluded in 2013. The Plan administrator believes it is no longer subject to income tax examinations by taxing authorities for years prior to 2010.

NOTE 6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 as of December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per financial statements	$ 46,163,933	$ 40,729,401
Adjustment from fair value to contract value for the fully benefit-responsive investment contract	15,410	9,009
Participant contributions receivable	(73,103)	(73,569)
Employer contributions receivable	(35,021)	(36,004)
Due from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	-	(11,295,776)
Net assets available for benefit per Form 5500	$ 46,071,219	$ 29,333,061

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 for the year ended December 31, 2013:

Net increase in net assets after transfer per financial statements	$ 5,434,532
Current year adjustment from fair value to contract value for the fully benefit-responsive investment contract	15,410
Prior year adjustment from fair value to contract value for the fully benefit-responsive investment contract	(9,009)
Participant contributions receivable	(73,103)
Employer contributions receivable	(35,021)
Prior year participant contribution receivable	73,569
Prior year employer contribution receivable	36,004
Transfer from Dutko Worldwide, LLC 401(k) Profit Sharing Plan & Trust	(663,503)
Net increase in net assets per Form 5500	$ 4,778,879

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following tables summarize investment and other asset information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule, that was prepared by, or derived from, information prepared by the Trustee, and furnished to the Plan administrator. The Plan administrator has obtained a certification from the Trustee that such information is complete and accurate.

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

At December 31, 2013 and 2012, information certified by the Trustee as complete and accurate is as follows:

	2013	2012
Individual investments representing 5% or more of net assets available for benefits:		
Mutual Funds:		
Fidelity Contra Fund	$ 6,534,994	$ 3,875,316
Fidelity Low Priced Stock Fund	3,369,567	2,726,022
Fidelity Spartan 500 Index Adv	2,849,574	*
PIMCO Total Return Admin Fund	2,364,253	*
Harbor International Inv	3,969,022	2,049,062
All other mutual funds (individually less than 5% of net assets available for benefits)	23,602,513	17,886,841
	42,689,923	26,537,241
Money market fund:		
Fidelity Retire MMKT	1,947,302	2,102,736
Common collective trust	1,006,968	305,784
Notes receivable from participants	411,616	378,291
	$ 46,055,809	$ 29,324,052

* Balance was less than 5% of the Plan's net assets available for benefits at the year indicated.

Change in net assets attributed to:

Net appreciation in fair value of investments:	
Mutual funds	$ 6,295,167
Common collective trust	3,315
Net appreciation in fair value of investments	$ 6,298,482
Interest on notes receivable from participants	$ 23,833
Dividend income	$ 1,756,803

NOTE 8. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

Certain Plan investments are shares of mutual fund companies managed by the Trustee; accordingly, these transactions qualify as party-in-interest transactions. The Trustee also provides record keeping services for the Plan. Fees paid by the Plan for investment management services amounted to $16,588 for the year ended December 31, 2013.

NOTE 9. FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value are based on one or more of three valuation techniques identified in the tables below. The valuation techniques are as follows:

(a) *Market approach.* Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;

(b) *Cost approach.* Amount that would be required to replace the service capacity of an asset (replacement cost); and

(c) *Income approach.* Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing and excess earnings models).

The following tables summarize the Plan's assets measured at fair value on a recurring basis, categorized by GAAP's valuation hierarchy, as of December 31, 2013 and 2012:

	December 31, 2013				
	Level 1	Level 2	Level 3	Total	Valuation Technique
Money market fund	$ 1,947,302	$ -	$ -	$ 1,947,302	(a)
Mutual funds:					
Blended	8,867,986	-	-	8,867,986	(a)
Growth	15,246,830	-	-	15,246,830	(a)
International	4,072,338	-	-	4,072,338	(a)
Target	9,614,556	-	-	9,614,556	(a)
Real estate	779,957	-	-	779,957	(a)
Value	4,108,256	-	-	4,108,256	(a)
Total mutual funds	42,689,923	-	-	42,689,923	
Common collective trust	-	1,022,378	-	1,022,378	(a)
	$44,637,225	$ 1,022,378	$ -	$ 45,659,603	

NOTE 9. FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2012				
	Level 1	Level 2	Level 3	Total	Valuation Technique
Money market fund	$ 2,102,736	$ -	$ -	$ 2,102,736	(a)
Mutual funds:					
Growth	11,153,523	-	-	11,153,523	(a)
Blended	9,466,723	-	-	9,466,723	(a)
International	2,814,745	-	-	2,814,745	(a)
Target	2,191,151	-	-	2,191,151	(a)
Real estate	716,763	-	-	716,763	(a)
Value	194,336	-	-	194,336	(a)
Total mutual funds	26,537,241	-	-	26,537,241	
Common collective trust	-	314,793	-	314,793	(a)
	$28,639,977	$ 314,793	$ -	$28,954,770	

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

Money market fund: carrying value approximates fair value because the instruments are liquid in nature.

Mutual funds: are valued at quoted market prices, which represent the net asset value of the securities held.

Common collective trust: is valued using a net asset value ("NAV"). The NAV of a collective trust is based on the market values of the underlying securities in an active market. The beneficial interest of each participant is represented in units. Units are issued and redeemed daily at the fund's closing NAV.

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

NOTE 10. NET ASSET VALUE PER SHARE

The following tables set forth a summary of the Plan's investments with a reported NAV per share at December 31, 2013 and 2012:

	Fair Value Estimated Using Net Asset Value per Share December 31, 2013				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust: Fidelity Managed Income Portfolio	$1,022,378	$ -	Daily	None	None

	Fair Value Estimated Using Net Asset Value per Share December 31, 2012				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust: Fidelity Managed Income Portfolio	$ 314,793	$ -	Daily	None	None

The fair values of the investments have been estimated using the NAV of the investments:

> The common collective trust seeks to achieve a stable unit value, a competitive current return, a high-quality diversified portfolio, and liquidity by investing in high-quality insurance company and bank investment contracts, private placements, money markets, and other investments.

NOTE 11. STABLE VALUE FUND

Participants may invest in common collective trust accounts; as the guaranteed investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Fidelity Managed Income Portfolio. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fair value of the guaranteed investment contract is $1,022,378 and $314,793 as of December 31, 2013 and 2012, respectively.

NOTE 11. STABLE VALUE FUND (CONTINUED)

The interest credited to the participants is reset at least annually and in some cases may be reset more frequently. Inputs used to determine the crediting interest rate include each contract's portfolio market value, current yield to maturity, duration, and market value relative to contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Sponsor or other Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields	2013	2012
Based on actual earnings	0.89 %	1.05 %
Based on interest rate credited to participants	1.54 %	1.70 %

NOTE 12. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to nonparticipant-directed investments as of December 31, 2013 and 2012, and for the year ended December 31, 2013, is as follows:

	2013	2012
Net assets:		
Forfeiture accounts - money market fund	$ 136,663	$ 140,990
Forfeitures accounts - common collective trust	244	276
	$ 136,907	$ 141,266

	Year ended December 31, 2013
Changes in net assets:	
Balances forfeited	$ 160,660
Interest and dividends	13
Forfeited amounts used to fund employer match	(151,446)
Administrative fees	(13,586)
	$ (4,359)

SUPPLEMENTARY INFORMATION

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Registered Investment Companies:				
*	Fidelity Contra Fund	Mutual Fund	**	$ 6,534,994
*	Fidelity Growth Company Fund	Mutual Fund	**	2,116,549
*	Fidelity Government Income	Mutual Fund	**	298,262
*	Fidelity Low Priced Stock Fund	Mutual Fund	**	3,369,567
*	Fidelity Freedom Income Fund	Mutual Fund	**	68,940
*	Fidelity Freedom 2000 Fund	Mutual Fund	**	8,821
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	108,212
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	610,515
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	1,036,652
*	Fidelity Spartan Ext Market Index Inv	Mutual Fund	**	398,942
*	Fidelity Spartan Intl Index Inv	Mutual Fund	**	103,316
*	Fidelity Retire MMKT	Money Market Fund	**	1,947,303
*	Fidelity Managed Income Portfolio	Common Collective Trust	**	1,022,378
*	Fidelity Spartan 500 Index Adv	Mutual Fund	**	2,849,574
*	Fidelity Spartan US Bond Index	Mutual Fund	**	1,009,461
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	947,733
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	14,228
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	673,127
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	1,234,739
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	1,919,313
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	1,936,853
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	978,781
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	76,641
	PIMCO Total Return Admin Fund	Mutual Fund	**	2,364,253
	Harbor International Inv	Mutual Fund	**	3,969,022
	Prudential Jennsion Mid Cap Growth Q	Mutual Fund	**	339,560
	Lazard Emerging Markets Equity Instl	Mutual Fund	**	533,108
	Nuveen Real Estate I	Mutual Fund	**	779,957
	Invesco Diversified Dividend Fund R5	Mutual Fund	**	2,301,908
	Drey Core Equity I	Mutual Fund	**	527,217
	Wells Fargo Advantage Growth Inst	Mutual Fund	**	583,211
	J.P. Morgan Midcap Value IS	Mutual Fund	**	860,519
	PIM Divers Inc Inst	Mutual Fund	**	786,372
	Victory Small Company Opportunity I	Mutual Fund	**	1,273,239
	Janus Triton N	Mutual Fund	**	2,036,570
	Oppenheimer Gold & Special Minerals Y	Mutual Fund	**	39,766
				45,659,603
*	Notes receivable from participants	Outstanding participant loans (interest rates from 3.25% - 6.25%)	$0	411,616
TOTAL ASSETS HELD AT END OF THE YEAR				$ 46,071,219

* A party-in-interest to the Plan as defined by ERISA.
** Cost information has been omitted for participant-directed investments.