

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>10/19/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☒ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>LENDMARK 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/19/2013</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/19/2013</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/19/2013</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LENDMARK FINANCIAL SERVICES, LLC</u> <u>2118 USHER STREET, NW</u> <u>COVINGTON, GA 30014</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-2257419</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>678-625-5652</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522291</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-2257419</u>	2c Sponsor's telephone number <u>678-625-5652</u>	2d Business code (see instructions) <u>522291</u>	
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2c Sponsor's telephone number <u>678-625-5652</u>					
2d Business code (see instructions) <u>522291</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DENNIS M CONTIC, JR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DENNIS M CONTIC, JR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 458
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 458
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 0
d Subtotal. Add lines 6a , 6b , and 6c		6d 458
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 458
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 309
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning 10/19/2013 and ending 12/31/2013

A Name of plan <u>LENDMARK 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LENDMARK FINANCIAL SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>58-2257419</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>BB & T</u>
<u>56-1368984</u>

(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)

BB & T

56-1368984

(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?
21 37 38 64 51	TRUSTEE	6386	Yes ☒ No ☐	Yes ☐ No ☒	0	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 ☐

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
BB & T	63	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.
AMCAP R3 3500 WISMAN BLVD. SAN ANTONIO, TX 78251-4321	50 BPS * AVG DALY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63	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.
AMERICAN FUNDS NEW PERSPECTIVE 3500 WISEMAN BLVD. SAN ANTONIO, TX 78251-4321	60 BPS * AVG DAILY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63 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.
BLACKROCK HIGH YIELD BOND CLASS A 4400 COMPUTER DR. WESTBOROUGH, MA 01581	25 BPS * AVG DAILY MKT VALUE (63) 15 BPS * AVG DAILY MKT VALUE (60)	

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
BB & T	63	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.
COLUMBIA FUND FAMILY PO BOX 8081 BOSTON, MA 02266-8081	25 BPS * AVG DAILY MKT VALUE	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63 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.
EATON VANCE ATLANTA CAP SMID FUND THE EATON VANCE BUILDING 255 STATE ST. BOSTON, MA 02109	25 BPS * AVG DAILY MKT VALUE (63) 25 BPS * AVG DAILY MKT VALUE (60)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63 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.
TEMPLETON GLOBAL BOND A ONE FRANKLIN PKWY. SAN MATEO, CA 94403-1906	25 BPS * AVG DAILY MKT VALUE (63) 13 BPS * AVG DAILY MKT VALUE (60)	

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
BB & T	63 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.
GOLDMAN SACHS SMALL CAP 71 S. WACKER DRIVE, SUITE 500 CHICAGO, IL 60606	25 BPS * AVG DAILY MKT VALUE (63) 15 BPS * AVG DAILY MKT VALUE (60)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63 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.
HARTFORD EQUITY INC FUND R4 500 BIELENBERG DR. WOODBURY, MN 55125	25 BPS * AVG DAILY MKT VALUE (63) 23 BPS * AVG DAILY MKT VALUE (60)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	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.
J P MORGAN FUND FAMILY PO BOX 8528 BOSTON, MA 02266-0528	50 BPS * AVG DAILY MKT VALUE	

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
BB & T	63 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.
WESTERN ASSET CORE BOND PLUS FUND 620 EIGHTH AVE., 47TH FLOOR NEW YORK, NY 10010		25 BPS * AVG DAILY MKT VALUE (63) 25 BPS * AVG DAILY MKT VALUE (60)
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
BB & T	63 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.
OPPENHEIMER INTERNATIONAL GROWTH A 6801 SOUTH TUCSON WAY ENGLEWOOD, CO 80112		25 BPS * AVG DAILY MKT VALUE (63) 25 BPS * AVG DAILY MKT VALUE (60)
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
BB & T	63 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.
PRUDENTIAL MID CAP VALUE CLASS A PO BOX 9658 PROVIDENCE, RI 02940		25 BPS * AVG DAILY MKT VALUE (63) 25 BPS * AVG DAILY MKT VALUE (60)

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
BB & T	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.	
METLIFE GAC SERIES 25053 CLASS 50 1100 ABERNATHY RD. NE SUITE 400 ATLANTA, GA 30328	50 BPS * AVG DAILY MKT VALUE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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:

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
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For calendar plan year 2013 or fiscal plan year beginning <u>10/19/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>LENDMARK 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LENDMARK FINANCIAL SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>58-2257419</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	1a	
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions.....	1b(1)	<u>16674</u>
	(2) Participant contributions.....	1b(2)	<u>42408</u>
	(3) Other.....	1b(3)	
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	
	(2) U.S. Government securities	1c(2)	
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	1c(3)(A)	
	(B) All other.....	1c(3)(B)	
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	1c(4)(A)	
	(B) Common.....	1c(4)(B)	
	(5) Partnership/joint venture interests	1c(5)	
	(6) Real estate (other than employer real property).....	1c(6)	
	(7) Loans (other than to participants)	1c(7)	
	(8) Participant loans.....	1c(8)	<u>692045</u>
	(9) Value of interest in common/collective trusts	1c(9)	<u>1560514</u>
	(10) Value of interest in pooled separate accounts	1c(10)	
	(11) Value of interest in master trust investment accounts	1c(11)	
	(12) Value of interest in 103-12 investment entities.....	1c(12)	
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>10967389</u>
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
	(15) Other.....	1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	0	13279030

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	13279030
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	84977	
(B) Participants	2a(1)(B)	157428	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		242405

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5236	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5236

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	475568	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		475568

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		5489
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-78318
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		650380

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	124115	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		124115
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	6386	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6386
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		130501

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		519879
l Transfers of assets:			
(1) To this plan.....	2l(1)		12759151
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **KPMG**

(2) EIN: **13-5565207**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a	X		3875
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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.
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For calendar plan year 2013 or fiscal plan year beginning 10/19/2013 and ending 12/31/2013

A Name of plan <u>LENDMARK 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LENDMARK FINANCIAL SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>58-2257419</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1368984</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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
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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): _____



LENDMARK 401(k) PLAN

Financial Statements
and Supplemental Schedules

December 31, 2013

(With Independent Auditors' Report Thereon)

LENDMARK 401(k) PLAN

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Supplemental Schedule	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2013	15
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013	16
Note: All other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because they are not applicable.	



KPMG LLP
Suite 2000
303 Peachtree Street, N.E.
Atlanta, GA 30308-3210

Independent Auditors' Report

The 401(k) Investment Committee
Lendmark 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lendmark 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the period from October 19, 2013 (inception) to 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 6, which was certified by Branch Banking and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 for the period from October 19, 2013 to 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 4a – Schedule of Delinquent Participant Contributions for the period from October 19, 2013 to December 31, 2013 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

KPMG LLP

Atlanta, Georgia
October 15, 2014

LENDMARK 401(k) PLAN
Statement of Net Assets Available for Benefits
December 31, 2013

Assets:

Investments at fair value:

Common collective funds

\$ 1,560,514

Registered investment company funds

10,967,389

Total investments

12,527,903

Receivables:

Employer contributions

16,674

Employee contributions

42,408

Notes receivable from participants

692,045

Total receivables

751,127

Net assets available for benefits at fair value

13,279,030

Adjustment from fair value to contract value for fully benefit-responsive investment contract

(16,953)

Net assets available for benefits

\$ 13,262,077

See accompanying notes to financial statements.

LENDMARK 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Period from October 19, 2013 (Inception) to December 31, 2013

Investment income:	
Dividends	\$ 475,568
Net appreciation (depreciation) in fair value of investments	<u>(89,782)</u>
Total investment income	<u>385,786</u>
Interest on notes receivable from participants	5,236
Contributions:	
Employee	157,428
Employer, net of forfeitures	<u>84,977</u>
Total contributions	<u>242,405</u>
Deductions from net assets attributed to:	
Benefits paid to participants	124,115
Administrative expenses	<u>6,386</u>
Total deductions	<u>130,501</u>
Net increase prior to transfers from other plans	502,926
Transfer from other plans (Note 3)	<u>12,759,151</u>
Net increase	13,262,077
Net assets available for benefits:	
Beginning of period	<u>—</u>
End of year period	<u><u>\$ 13,262,077</u></u>

See accompanying notes to financial statements.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

(1) Description of the Plan

The following description of Lendmark 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The plan is a defined contribution plan established by Lendmark Financial Services, LLC and subsidiaries (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established effective October 19, 2013 subsequent to the sale of the Company by BB&T Corporation and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Managers (Board) is responsible for oversight of the Plan, including the appropriateness of the Plan's investment offerings, and monitoring of investment performance. In accordance with the Plan Document and Investment Committee charter certain of the Board's responsibilities have been delegated to the 401(k) Investment Committee.

(b) Plan Administration

The 401(k) Investment Committee consists of certain employees of the Company and administrators of the Plan. Branch Banking and Trust Company (BB&T) serves as the trustee of the Plan. Branch Banking and Trust Retirement and Institution Services is the Recordkeeper of the Plan.

(c) Eligibility

Employees are eligible to make salary reduction contributions immediately after employment with the Company and are eligible to receive matching contributions and safe harbor matching contributions after attaining the age of 21 with one year of continuous employment in which they have worked at least 1,000 hours. Participation in the Plan is based on voluntary election by each employee.

(d) Contributions

Each participant may contribute up to 90% of his or her eligible compensation on a pretax basis subject to limitations under the IRC. Participants may also contribute Roth elective deferrals on an after-tax basis. Participants aged 50 and over, are eligible to make catch-up contributions. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

The Company matching contribution was effective for the short plan year commencing on October 19, 2013 and ending December 31, 2013. The Employer made a discretionary matching contribution equal to 100% match on salary deferrals not to exceed 4% of compensation of participant elective deferrals each payroll period.

Safe harbor matching contributions began January 1, 2014. For the purposes of these contributions, the Employer will make a safe harbor matching contribution equal of 100% of elective deferral that

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

do not exceed 4% of compensation. Participants will be 100% vested in safe harbor matching contributions.

An additional matching contribution may be contributed at the option of the Company's Board. During 2013, there were no additional discretionary contributions.

(e) *Participant Accounts*

Participants' accounts are valued on a daily basis. Each participant's account is credited with the participant's and employer's contributions and an allocation of net investment earnings (losses) on a daily valuation basis, and administrative expenses. Allocations of employer's contributions are based on both participant's contributions and participant's compensation as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

(f) *Vesting*

Participants are vested immediately in their contributions, employer matching contributions, employer safe harbor contributions, and actual earnings allocated to their account. Additional discretionary matching contributions are vested 0% for less than three years of service and 100% for three or more years of service.

(g) *Forfeitures*

Forfeitures are used to reduce future Company matching contributions or to pay administrative expenses of the Plan. No forfeitures were used to reduce 2013 Company contributions. At December 31, 2013, unallocated forfeitures totaled \$238.

(h) *Payment of Benefits*

Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, or annual installments over any fixed period not exceeding the remaining life expectancy of the participant or beneficiary.

The Plan allows for automatic distribution of a terminated participant's account balance, totaling less than \$5,000. A terminated participant with an account balance of between \$1,000 and \$5,000 may receive a distribution of his or her account balance paid into an individual retirement account.

(i) *Hardship Withdrawals*

Under certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single sum, the employee contribution portion of their account balance. These conditions include un-reimbursed medical expenses, the purchase of a principal residence, the payment of postsecondary education tuition or to prevent eviction from or foreclosure on a principal residence. A participant's right to make deferrals to the Plan will be suspended for six months after the receipt of the hardship withdrawal.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

(j) Excess Contributions

Excess contributions represent amounts withheld from participants in excess of the IRC limitations that were refunded to participants subsequent to year end. Excess contributions represent salary deferrals made in excess of IRS limits. There were no excess contributions for plan period ending December 31, 2013.

(k) Notes Receivable from Participant

Participants may borrow from their account balances an amount not to exceed the lesser of \$50,000 (less adjustments as required by the IRS) or 50% of their account balance. The minimum loan amount allowed by the Plan is \$1,000. Only one loan can be taken during the plan year and a participant may have only one loan outstanding at any time. The interest rate charged on amounts borrowed is equal to the BB&T Prime Rate plus 1% at the loan origination date. Principal and interest is paid ratably through payroll deductions. Loan balances acquired as a result of the BB&T transaction were re-amortized from semi-monthly payment frequencies to bi-weekly payment frequencies. The remaining terms and conditions that were set by the predecessor plan were honored. Notes receivable from participants as of December 31, 2013 bear interest ranging from 4.25% to 5.50%. As of December 31, 2013, loan maturity dates range from April 11, 2014 to November 14, 2018.

(l) Administrative and Plan Expenses

The Plan Sponsor may elect to charge the participants any plan related expenses, in one or more of the following methods:

- Pro rata based on account balance
- Per capita (equally) to all participants

In 2013, plan administrative expenses were allocated to participants based on the pro rata method. The Plan Sponsor may elect, but is not required, to pay recordkeeping and other administrative expenses incurred by the Plan.

Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who take a distribution upon termination, distribution based on hardship, or in-service distribution incur a one-time fee for the withdrawal. These fees are charged directly to the individual participant's accounts.

The Plan Sponsor has elected to pay all other administrative expenses including auditing and recordkeeping expenses.

(m) Investment Elections

Each participant may direct their contributions, employer contributions, and any related earnings into one or more of the investment options offered by the Plan including registered investment funds and a common collective fund.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

(b) Investment Valuation

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.

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

The Plan invests in the MetLife GAC Series 25053 CL50 Stable Value Fund (the Fund), a common collective fund that invests primarily in fully benefit responsive investment contracts issued by insurance companies, banks and other financial institutions, and other authorized instruments, which are benefit responsive. The statements of net assets available for benefits present the fair value of the investments in the common collective trust fund as well as the adjustment of the investments in the common collective trust fund from fair value to contract value relating to the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits are prepared on a contract value basis.

The Plan's interest in the Fund is calculated by applying the Plan's ownership percentage in the Fund to the total fair value of the Fund. The underlying assets owned by the Fund consist primarily of readily marketable fixed income securities with quoted market prices. There are no unfunded commitments or reserves as of December 31, 2013.

The interest crediting rate is determined quarterly and is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and purchases and redemptions by unitholders. There is no relationship between future crediting rates and the adjustment to contract value reported in the statement of net assets available for benefits.

The average market yield of the Fund for the years ended December 31, 2013 was 1.36%. The crediting rate to participants for the years ending December 31, 2013 was 2.45%.

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 plan sponsor or other plan 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

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

not believe that any events which would limit the plan's ability to transact at contract value with participants are probable of occurring. There are no unfunded commitments or restrictions on redemptions.

(c) *Income Recognition*

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments bought and sold and the change in appreciation (depreciation) from one period to the next. 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. Purchases and sales of securities are recorded on a trade date basis.

(d) *Payment of Benefits*

Benefits are recorded when paid.

(e) *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets available for benefits at the date of the financial statements and the reported amounts of additions to and deductions from those net assets during the reporting period.

(f) *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 and supplemental schedules.

(g) *Notes Receivable from Participants*

Participant loans are classified as notes receivable from participants, and measured at their unpaid principal balance plus any accrued but unpaid interest. The Form 5500 presents notes receivable from participants as an investment.

(3) *Transfers from Other Plans*

During 2013, Lendmark 401(k) Plan received a transfer from BB&T Corporation 401(k) Savings Plan for assets transferred as a result of the BB&T sales transaction that occurred in October 2013. The amount transferred into the Lendmark 401(k) Plan totaled \$12,759,151 for the plan period ended December 31, 2013.

Eligibility for employees of the Company and subsidiaries acquired as a result of the transaction with BB&T Corporation will be determined based on years of service as of October 19, 2013.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

(4) Financial Information Certified by Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the financial statements and supplemental schedules was provided and certified by the trustee, Branch Banking and Trust Company, as complete and accurate:

- Investments at fair value
- Adjustment from fair value to contract value for fully benefit-responsive investment contract
- Notes receivable from participants
- Dividend and interest income receivable
- Interest
- Dividends
- Net appreciation (depreciation) in fair value of investments
- Interest on notes receivable from participants
- Fair values included in note 5 (excluding level designations)
- Investment information included at note 6
- Schedule of assets (held at end of year)

(5) Fair Value Measurements

The framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

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

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

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

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

Registered investment company funds: Valued at the quoted market prices which represent the net asset value (NAV) of shares held by the plan at year end.

Common collective fund: The fair value of the Plan's investment is based on the net asset value calculated by its issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. The fair value of the underlying wrapper contracts held by the Fund are valued using a discounted cash flow model, which considers (i) recent fee bids as determined by recognized dealers, (ii) discount rate, and (iii) the duration of the underlying portfolio securities.

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.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

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

		Investments at estimated fair value			Total
		(Level 1)	(Level 2)	(Level 3)	
Common collective fund	\$	—	1,560,514	—	1,560,514
Registered investment company funds:					
Mid-Cap		2,245,536	—	—	2,245,536
Value		2,074,523	—	—	2,074,523
Growth		1,994,203	—	—	1,994,203
Balanced		1,934,025	—	—	1,934,025
Blended		1,570,803	—	—	1,570,803
Fixed Income		789,820	—	—	789,820
Large-Cap		356,984	—	—	356,984
International		1,495	—	—	1,495
Total investments at fair value	\$	10,967,389	1,560,514	—	12,527,903

(6) Investments

The following table lists individual investments that exceed 5% of the Plan's net assets at December 31, 2013:

Registered investment company funds:	
Hartford Equity Income R4	\$ 2,074,523
Prudential Mid Cap Value A	1,655,158
MetLife GAC Series 25053 CL50	1,560,514
AmCap R3	1,455,865
JP Morgan Disciplined Equity A	1,189,630
Western Asset Core Plus Bd A	771,393
JP Morgan Smart Retire 2020 A	659,542

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

During 2013, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value as follows:

Net appreciation (depreciation) in fair value of investments:		
Value	\$	23,841
Large-Cap		13,918
Growth		178
International		(31)
Balanced		(5,853)
Fixed Income		(10,798)
Common collective fund		(11,718)
Blended		(19,348)
Mid-Cap		(79,971)
	\$	<u>(89,782)</u>

(7) Tax Status

The prototype plan sponsor has obtained an opinion letter dated March 31, 2008 in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirement of the IRC. The plan administrator timely adopted the restated prototype plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

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

(8) Related-Party Transactions

Certain plan investments are shares of funds managed by BB&T. BB&T is the Plan's trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(9) Nonexempt Transactions

There were delays by the Company in submitting employee contributions and loan repayments during the plan period from October 19, 2013 to December 31, 2013 in the amount of \$3,875 to the trustee. These late remittances were corrected and funded into the participant accounts on December 30, 2013. The Company reimbursed the Plan for lost interest in the amount of \$151 in February 2014.

LENDMARK 401(k) PLAN

Notes to Financial Statements

December 31, 2013

(10) Plan Termination

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

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2013
Net assets available for benefits per the financial statements	\$ 13,262,077
Adjustment from fair value to contract value for fully benefit responsive investment contract	<u>16,953</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 13,279,030</u></u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500:

Net increase per the financial statements	\$ 502,926
Change in adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>16,953</u>
Net income per the Form 5500	<u><u>\$ 519,879</u></u>

(12) Subsequent Event

On September 30, 2014, the Company completed acquisitions of GreenCap Financial, LLC (GC). Upon closing of the acquisition, certain employees of GC became employees of the Company and were therefore eligible to participate in the Plan. The balances that existed in the previous plan held by GC will be transferred into the Lendmark 401(k) plan on or before December 31, 2014.

Subsequent events have been evaluated through October 15, 2014 the date the financial statements were available to be issued.

LENDMARK 401(k) PLAN

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

December 31, 2013

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☒				
\$ 3,875	3,875	—	—	—

See accompanying independent auditors' report.

Schedule 2

LENDMARK 401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of issue	(c) Description of investment	Current value
	Common collective fund:		
	MetLife GAC Series 25053 CL50	Other investments	\$ 1,560,514
	Registered investment company funds:		
	Hartford Equity Income R4	Other investments	2,074,523
	Prudential Mid Cap Value A	Other investments	1,655,158
	AmCap R3	Other investments	1,455,865
	JP Morgan Disciplined Equity A	Other investments	1,189,630
	Asset Core Plus Bd A	Other investments	771,393
	JPMorgan Smart Retire 2020 A	Other investments	659,542
	Oppenheimer Internatl Growth	Other investments	538,278
	JPMorgan Smart Retire Inc A	Other investments	525,944
	Eaton Vance Atlanta Cap SMID A	Other investments	524,422
	Goldman Sachs Small Cap	Other investments	381,173
	Columbia Large Cap Index A	Other investments	356,984
	JPMorgan Smart Retire 2040 A	Other investments	187,368
	JPMorgan Smart Retire 2030 A	Other investments	137,141
	JPMorgan Smart Retire 2010 A	Other investments	123,584
	JPMorgan smart Retire 2025 A	Other investments	97,710
	JPMorgan Smart Retire 2035 A	Other investments	74,936
	Columbia Mid Cap Index A	Other investments	65,955
	JPMorgan Smart Retire 2045 A	Other investments	55,729
	JPMorgan Smart Retire 2015 A	Other investments	37,494
	JPMorgan Smart Retire 2050 A	Other investments	26,244
	Franklin Templeton Global Bd A	Other investments	17,874
	JPMorgan Smart Retire 2055 A	Other investments	8,332
	American New Perspective	Other investments	1,495
	BlackRock High Yld Bd Invstr A	Other investments	554
	Parametric Emerging Mkts Invst	Other investments	47
	RS Select Growth Class A	Other investments	14
	Total registered investment company funds		10,967,389
*	Notes from participants	Loan interest rates ranging 4.25% to 5.50% maturing through November 14, 2018	692,045
			\$ 13,219,948

* Party in interest to the Plan.

The information on this schedule was prepared from information provided and certified as complete and accurate by BB&T.

See accompanying independent auditors' report.

PLAN 4-00107 Lendmark 401(k) Plan

ANNUAL RETURN/REPORT OF EMPLOYEE BENEFITS PLANS

5500 PLAN PLAN YEAR 20130101 20131231

PLAN #: 000 58-2257419

PART IV SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(B) IDENTITY OF ISSUE	(C) DESCRIPTION OF INVESTMENT	(D) COST	(E) CURRENT VALUE
AmCap R3	OTHER INVESTMENTS	1,469,159.74	1,455,865.40
American New Perspective	OTHER INVESTMENTS	1,526.24	1,495.45
BlackRock High Yld Bd Invsr A	OTHER INVESTMENTS	557.26	553.58
Columbia Large Cap Index A	OTHER INVESTMENTS	343,066.93	356,984.43
Columbia Mid Cap Index A	OTHER INVESTMENTS	65,755.04	65,955.26
Eaton Vance Atlanta Cap SMID A	OTHER INVESTMENTS	504,973.84	524,421.83
Franklin Templeton Global Bd A	OTHER INVESTMENTS	17,858.48	17,873.64
Goldman Sachs Small Cap	OTHER INVESTMENTS	395,769.76	381,173.32
Hartford Equity Income R4	OTHER INVESTMENTS	2,050,681.06	2,074,522.52
JP Morgan Disciplined Equity A	OTHER INVESTMENTS	1,194,381.14	1,189,629.83
JP Morgan Smart Retire 2035 A	OTHER INVESTMENTS	75,580.72	74,935.68
JP Morgan Smart Retire 2040 A	OTHER INVESTMENTS	187,575.24	187,368.11
JP Morgan Smart Retire 2045 A	OTHER INVESTMENTS	56,096.02	55,729.39
JP Morgan Smart Retire 2050 A	OTHER INVESTMENTS	527,465.53	525,944.45
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	26,441.01	26,243.88
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	123,952.25	123,583.61
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	8,330.41	8,332.19
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	37,560.62	37,493.82
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	661,369.73	659,542.41
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	98,641.55	97,710.39
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	137,648.68	137,140.87
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	692,045.13	692,045.13
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	1,555,279.68	1,560,513.98
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	524,806.23	538,278.30
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	46.71	46.62
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	1,754,777.33	1,655,158.42
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	12.61	12.75
JP Morgan Smart Retire 2055 A	OTHER INVESTMENTS	782,202.77	771,393.06