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 ☐ 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
SOURCEPOINTE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

SOURCEPOINTE, LLC

2000-B SOUTHBRIDGE PKWY, STE 200
BIRMINGHAM, AL 35209

2b Employer Identification Number (EIN)
90-0101397

2c Sponsor's telephone number
205-868-1557

2d Business code (see instructions)
561300

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.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	192
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**	212
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	34
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	249
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	249
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	249
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
SOURCEPOINTE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOURCEPOINTE, LLC

D Employer Identification Number (EIN)
90-0101397

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

1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	932050	2	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
9	0

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

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

STERNE AGEE & LEACH
2 PERIMETER PARK S STE 100W
BIRMINGHAM, AL 35243

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
9			7

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	3541

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE

b	Balance at the end of the previous year			**7b**	3904
c	Additions: (1) Contributions deposited during the year	**7c(1)**	0		
	(2) Dividends and credits	**7c(2)**	0		
	(3) Interest credited during the year	**7c(3)**	51		
	(4) Transferred from separate account	**7c(4)**	0		
	(5) Other (specify below)	**7c(5)**	213		
	▶ DORMANT CHECK				
	(6)Total additions			**7c(6)**	264
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	4168
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**	0		
	(2) Administration charge made by carrier	**7e(2)**	627		
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	627
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	3541

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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	**B** Three-digit plan number (PN) ▶	
SOURCEPOINTE RETIREMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
SOURCEPOINTE, LLC	90-0101397	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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)

PROFESSIONAL CAPITAL SERVICES

23-3038464

(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?
12 13 15 16 17 36 37 38 64		45205	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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
(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.	

(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 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
SOURCEPOINTE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOURCEPOINTE, LLC

D Employer Identification Number (EIN)
90-0101397

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)	49523	78874
(2) Participant contributions	1b(2)	84285	31888
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	67438	95052
(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)	15549	112841
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2497433	5202871
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	28082	71986
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2742310	5593512
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2742310	5593512

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)	219439	
	(B) Participants	2a(1)(B)	623339	
	(C) Others (including rollovers)	2a(1)(C)	29147	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		871925
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)	3725	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3725
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	578951	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		578951

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1454601
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	619903	
(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)		619903
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		8820
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	49335	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		49335
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		678058
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		776543
l Transfers of assets:			
(1) To this plan	2l(1)		2074659
(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: CULOTTA SCROGGINS HENDRICKS GILLESP **(2)** EIN: 62-1210711

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		500000
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)
ELM STAFFING INC. 401K PLAN	63-1249564	001

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
SOURCEPOINTE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOURCEPOINTE, LLC

D Employer Identification Number (EIN)
90-0101397

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): 23-3038464

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):

SOURCEPOINTE RETIREMENT PLAN

BIRMINGHAM, ALABAMA

FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

SourcePointe Retirement Plan
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Years Ended December 31, 2013 and 2012

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CSH&G

Culotta, Scroggins, Hendricks & Gillespie, PC

INDEPENDENT AUDITOR'S REPORT

Trustees and Administrator
SourcePointe Retirement Plan
SourcePointe, LLC
2000B Southbridge Parkway, Suite 200
Birmingham, AL 35209

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SourcePointe Retirement Plan, which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits (modified cash basis) 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 TD Ameritrade Trust Company, the trustee of the Plan, except for comparing the 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 trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustees 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), and Schedule H, Line 4j – Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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.

Basis of Accounting

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements and supplemental schedules were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Our opinion is not modified with respect to that matter.

Culotta, Scroggins, Hendricks & Gillespie, P.C.

Culotta, Scroggins, Hendricks & Gillespie, P.C.

Certified Public Accountants

October 14, 2014

3049 Massey Road • Vestavia Hills, Alabama 35216
P: 205-871-1210 • F: 205-871-1518 • www.cshgcpa.com

SOURCEPOINTE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
- MODIFIED CASH BASIS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
INVESTMENTS (at fair value)		
Mutual funds	$ 5,202,871	$ 2,497,433
Money market	95,052	67,438
Stable value fund	71,986	28,082
RECEIVABLES		
Participant notes receivable	112,841	15,549
Employer contribution receivable	78,874	49,523
Employee contribution receivable	31,888	84,285
TOTAL ASSETS	5,593,512	2,742,310
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,593,512	$ 2,742,310

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
- MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME		
Net appreciation in fair value of investments	$	578,951
Interest from participant loans		3,725
Total Investment Income		582,676
CONTRIBUTIONS		
Employer		219,439
Employee		623,339
Rollover contributions		29,147
Transfers from other plans		2,074,659
Total Contributions		2,946,584
Total Additions		3,529,260
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		619,903
Deemed distributions - participant notes receivable		8,820
Administrative expenses		49,335
Total Deductions		678,058
Net increase		2,851,202
Net Assets Available for Benefits:		
Beginning of year		2,742,310
End of year	$	5,593,512

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
NOTES TO FINANICAL STATEMENTS
DECEMBER 31, 2013 and 2012

NOTE 1. DESCRIPTION OF PLAN

The following description of SourcePointe (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General – The Plan is a multiple employer defined contribution plan sponsored by SourcePointe LLC (a professional employer organization holding company) which allows the adoption of the plan by certain employers who elect to participate. The principal employer adoption agreement makes the plan available to eligible employees who have met the employer's age and employment requirement. These requirements are determined by each employer. An employer who adopts the plan may make modifications to lessen but not increase the age or service period required to be eligible to participate. The Plan is an employee retirement plan that incorporates the deferral provisions of Section 401(k) of the Internal Revenue Code, and is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

B. Contributions - Each year, participants may contribute a percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make a discretionary matching contribution, as determined by the employer, of the compensation that a participant elects to contribute to the Plan. Contributions are subject to certain limitations.

C. Participant Accounts - Each participant's account is credited with the participant's contribution, employer's contributions, and plan earnings thereon and charged with an allocation of administrative expenses. Matching contributions are based on a percentage determined by the employer. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the matching contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested 100 percent after six years or more of credited service. Vested funds are available for withdrawal at retirement, termination, or when certain withdrawal specifications are met. The federal and state income taxes of the participants are deferred on the contributions until the funds are withdrawn from the Plan.

E. Payment of Benefits - Upon retirement, death, or disability, the participant (or beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account. If employment is terminated for reasons other than retirement, death, or disability, participants may be entitled to all or part of their account, depending on their vested percentage, in the form of a lump-sum distribution. The Plan includes provisions for certain hardship withdrawals.

F. Administration – As of December 31, 2013 and 2012, the Plan's Sponsor is the Company, the Plan's administrator and record-keeper is Professional Capital Services (PCS), and TD Ameritrade Trust Company is the Plan's trustee.

NOTE 1. DESCRIPTION OF PLAN - Continued

G. Forfeited Accounts - At December 31, 2013 and 2012, forfeited non-vested accounts totaled $3,167 and $29,381, respectively. The Plan allows forfeitures to reduce administrative expenses followed by employer contributions that would otherwise be paid by the Company. An employee has a forfeiture date on the last day of five consecutive one-year breaks in service. Upon termination, if an employee is paid their vested balance, any unvested balance in matching contributions is forfeited. The Plan includes provisions to allow forfeited balances to be restored upon re-hire.

H. Participant Notes Receivable – Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are to be secured by the balance in the participant's account and will bear interest at rates comparable to those identifiable from commercial institutions for similar loans. Generally, payments of principal and interest are to be paid ratably through payroll deductions. Payments must be made at least on a quarterly basis. Loan terms will not exceed five years unless the loan is for the purchase of a principal residence in which case the term will be determined at the time the loan is approved. Outstanding loans to participants were $112,841 and $15,549 as of December 31, 2013 and 2012, respectively.

I. Investment options – Upon enrollment in the Plan, a participant may direct his/her account balances, employer contributions and employee contributions in percentage increments in any of thirty-two investment options. These options as of December 31, 2013 are as follows:

Brinker Defensive ETF
Brinker Conservative ETF
Brinker Mod-Conservative ETF
Brinker Moderate ETF
Brinker Mod-Aggressive ETF
Brinker Aggressive ETF
Brinker Aggressive Equity ETF
Brinker Conservative Govt Focused
Columbia Acorn Fund Z
Aston/River Road Independent Value
Vanguard Short Term Bond Fund
Fidelity Spartan 500 Index Investor
Columbia Select Large Cap Growth
Aberdeen Emerging Markets
iShares Russell 1000 Growth
BlackRock Equity Dividend A
Morley Stable Value – TDA
MFS International Value Fund
PIMCO Total Return Fund D
EuroPacific Growth Fund
American Funds Growth Fund
TCW Small Cap Growth Fund
RidgeWorth Mid Cap Value Equity I
iShares TIPs Fund
Vanguard Europe Pacific ETF
Vanguard Short Term Treasury
Vanguard Mid Cap Index Fund Signal
Vanguard Small Cap Index Signal
Vanguard Total Stock Market ETF
Vanguard Emerging Markets Stock ETF
Vanguard High Dividend Yield
Victory Diversified Stock Fund A

Additional funds that were available as of December 31, 2012 included:

ClearBridge Small Cap Growth
TD Bank Money Market Deposit Account

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The Plan's policy is to prepare its financial statements on the modified cash basis of accounting; consequently investment income is recorded as received and expenses are recorded when paid with the exception of investments being modified to be reported at fair market value. Contributions are reported on a plan year accrual basis.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Investment contracts held by a defined contribution plan are required to be reported at fair value. 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 terms of the plan. The statement of changes in net assets available for benefits has been prepared on a fair market value basis which under terms of the plan equates to the contract value that the participants receive under permitted transactions.

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 on the terms of the Plan document.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value as certified by TD Ameritrade Trust Company. 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. Net appreciation (depreciation) in fair value of investments is the difference between the proceeds received or aggregate fair market value of investments determined at the end of the year and the aggregate fair market value of investments determined at the beginning of the year or cost if acquired during the year. See Note 3 for discussion of fair value measurements.

The Plan has investments in the Morley Stable Value Fund and the Transamerica Stable Value Fund, which are fully benefit-responsive investment contracts, to provide preservation of principal, maintain a stable interest rate, and provide liquidity at contract value for participant withdrawals and transfers. For purposes of the Statement of Net Assets Available for Benefits, these investments are stated at fair value which approximates contract value.

Purchases and sales of securities are recorded on a trade-date basis.

ESTIMATES

The preparation of financial statements in conformity with the modified cash basis requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

OPERATING EXPENSES

The Company pays all expenses of maintaining the plan, with the exception of amounts paid to trustees and record-keepers.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

RISKS AND UNCERTAINTIES

The investments held by the Plan are subject to various risks and uncertainties, inherent in such investments, including interest rate changes, equity market declines, and other such factors. 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 the amounts reported in the statement of net assets available for benefits.

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

VALUATION HEIRARCHY

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs are based on inputs other than quoted prices included within level 1 that are observable for valuing an asset or liability, either directly or indirectly; and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements:

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements:

The fair value of separate accounts of the insurance company and stable value accounts are reflected at net asset value (NAV).

Level 3 Fair Value Measurements:

The fair value of participant loans approximates the amortized cost of the loans because he loans are secured by each respective participant’s account balance.

NOTE 3. FAIR VALUE MEASUREMENTS – Continued

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	As of December 31, 2013			
		Fair Value Hierarchy Level		
	Assets Measured at Fair Value	Level 1	Level 2	Level 3
Mutual Funds:				
Index Fund	$ 3,710,465	$ 3,710,465	$ -	$ -
Balanced Fund	212,787	212,787	-	-
Growth Fund	917,703	917,703	-	-
Value Fund	361,916	361,916	-	-
Total Mutual Funds	5,202,871	5,202,871	-	-
Money Market	95,052	95,052	-	-
Stable Value Fund (Fully Benefit-Responsive)	71,986	-	71,986	-
Participant Loans	112,841	-	-	112,841
Total Invested Assets	$ 5,482,750	$ 5,297,923	$ 71,986	$ 112,841

	As of December 31, 2012			
		Fair Value Hierarchy Level		
	Assets Measured at Fair Value	Level 1	Level 2	Level 3
Mutual Funds:				
Index Fund	$ 1,664,814	$ 1,664,814	$ -	$ -
Balanced Fund	140,493	140,493	-	-
Growth Fund	545,179	545,179	-	-
Fixed Income Fund	-	-	-	-
Value Fund	146,947	146,947	-	-
Total Mutual Funds	2,497,433	2,497,433	-	-
Money Market	67,438	67,438	-	-
Pooled Separate Accounts	-	-	-	-
Stable Value Fund (Fully Benefit-Responsive)	28,082	-	28,082	-
Participant Loans	15,549	-	-	15,549
Total Invested Assets	$ 2,608,502	$ 2,564,871	$ 28,082	$ 15,549

NOTE 3. FAIR VALUE MEASUREMENTS – Continued

The following tables reconcile the beginning and ending balances of fair value measurements using significant observable inputs (Level 3) of the participant loans for the years ended December 31, 2013 and 2012.

December 31, 2013

Beginning Balance	$ 15,459
Total gains or losses included in changes in net assets available for benefits	-
Purchases, issues, sales, and settlements (net)	97,382
Ending Balance	$ 112,841

December 31, 2012

Beginning Balance	$ 40,320
Total gains or losses included in changes in net assets available for benefits	-
Purchases, issues, sales, and settlements (net)	(24,771)
Ending Balance	$ 15,549

The Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event of change in circumstances that caused the transfer.

NOTE 4. 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 100 percent vested in their accounts.

NOTE 5. TAX STATUS

The plan obtained its latest determination letter on January 31, 2006, in which the Internal Revenue Service stated that the plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC), and accordingly, believe the Plan is qualified and the trust's net investment income is exempt from income taxes.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to December 31, 2010.

NOTE 6. INVESTMENTS AND PARTICIPANT NOTES RECEIVABLE

The Plan's investments are held in a trust and managed by TD Ameritrade Trust Company and Transamerica Financial Life Insurance Company. The following table presents the fair value of the investments of the Plan's net assets at December 31, 2013 and 2012.

December 31, 2013	
TD Ameritrade Trust Company	
Aberdeen Emerging Markets	51,680
ALPS/Red Rocks Listed Private Equity	61,045
American Funds EuroPacific Growth	3,039
American Funds Growth Fund of America	37,889
Aston/River Road Independent Value	1,574
BlackRock Inflation Protected Bond	2,158
BlackRock Equity Dividend	47,249
ClearBridge Small Cap Growth	8,218
Columbia Acorn	46,480
Columbia Large Select Growth	16,451
Credit Suisse Cushing 30 MLP Index	62,962
Doubleline Low Duration Bond	1,715
Doubleline Total Return Bond	• 282,244
Driehaus Active Income	203,366
Fidelity GNMA Fund	5,580
Fidelity Spartan 500 Index	84,109
Government Obligations Fund	8,617
iShares Barclays TIPs Bond	21,049
iShares Gold Trust	26,715
iShares North American Natural Resources	64,835
iShares Russell 1000 Growth	9,400
JP Morgan Strategic Income Fund	15,959
MFS International Value Fund	49,873
PIMCO Total Return Fund D	24,254
Ridgeworth Mid Cap Value Equity Fund	43,895
Riverpark Short Term High Yield	1,771
Vanguard Dividend Appreciation	173,379
Vanguard High Dividend Yield Index	3,733
Vanguard Intermediate Term Treasury	2,204
Vanguard Long Tern Treasury	520
Vanguard Mid Cap Index Fund	38,445
Vanguard Short Term Bond	• 448,846
Vanguard Short Term Treasury	28,067
Vanguard Small Cap Index Fund	39,774
Vanguard Total Bond Market	• 638,255
Vanguard Total International Stock	• 674,942
Vanguard Total Stock Market	• 1,865,922
Wasatch Frontier Emerging Small Countries	69,604
Wisdom Tree Japan Hedged Equity	37,053
TD Bank Money Market Deposit Account	95,052
Morley Stable Value Fund	68,445

NOTE 6. INVESTMENTS AND PARTICIPANT NOTES RECEIVABLE - continued

December 31, 2013 - continued	
Transamerica Financial Life Insurance Company	
Transamerica Stable Value Fund	3,541
Total	$ 5,369,909
Participant Notes Receivable	$ 112,841

December 31, 2012	
TD Ameritrade Trust Company	
Aberdeen Emerging Markets	43,771
American Funds Growth Fund of America	24,160
BlackRock Inflation Protected Bond	2,567
BlackRock Equity Dividend	25,812
Columbia Acorn	31,189
Credit Suisse Cushing 30 MLP	32,206
DoubleLine Low Duration Bond	1,274
DoubleLine Total Return Bond	89,313
Driehaus Active Income	71,078
Fidelity GNMA Fund	8,372
Fidelity Spartan 500 Index	47,238
Government Obligations Fund	3,391
iBoxx Investment Grade Corporate Fund	47,075
iShares Barclays TIPs Bond	45,516
iShares Gold Trust	16,788
iShares North American Natural Resources	57,196
iShares Russell 1000 Growth	7,139
JP Morgan Strategic Income Fund	2,404
MFS International Value Fund	24,102
Morgan Stanley Global Real Estate	5
PIMCO Total Return Fund D	18,776
Ridgeworth Mid Cap Value Equity	23,552
Riverpark Short Term High Yield	1,289
SPDR Barclays Capital High Yield	31,027
SPDR Dow Jones REIT	21,747
Vanguard Dividend Appreciation	114,902
Vanguard Emerging Markets Stock	59,187
Vanguard Intermediate Term Treasury	1,751
Vanguard Long Term Treasury	657
Vanguard Mid Cap Index	24,989
Vanguard Short Term Bond	60,609
Vanguard Short Term Treasury	19,792
Vanguard Small Cap Index	24,601
Vanguard Total Bond Market	• 275,856
Vanguard Total International Stock	• 337,460
Vanguard Total Stock Market	• 858,374
Wasatch Emerging Markets	42,268
TD Bank Money Market Deposit Account	67,438
Morley Stable Value Fund	24,178

NOTE 6. INVESTMENTS AND PARTICIPANT NOTES RECEIVABLE - continued

December 31, 2012 - continued	
Transamerica Financial Life Insurance Company	
Transamerica Stable Value Fund	3,904
Total	$ 2,592,953
Participant Notes Receivable	$ 15,549

- Indicates investments that consist of 5% or more of net assets available for benefits

Cost information is not required for participant-directed investments and therefore is not included.

NOTE 7. INFORMATION PREPARED AND CERTIFIED BY TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the balances for investment assets and transactions in those assets included in the accompanying financial statements and supplemental schedules as of December 31, 2013 and for the year then ended have been compiled from statements certified as complete and accurate by trustees TD Ameritrade Trust Company and Transamerica Financial Life Insurance Company, in accordance with DOL regulations.

Summary of Certified Information

	2013	2012
Mutual Funds	$ 5,202,871	$ 2,497,433
Money Market	95,052	67,438
Stable Value Fund	71,986	28,082
Participant Notes Receivable	112,841	15,549
Investment income (loss)	582,676	
Contributions (net of change in receivables $23,046)	2,923,538	
Benefits and distributions paid	628,723	
Administrative expenses	49,335	

NOTE 8. DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 14, 2014, which is the date the financial statements were available to be issued.

NOTE 9. RELATED PARTY TRANSACTIONS

Plan investments were administered by Professional Capital Services, LLC (PCS) for the years ended December 31, 2013 and 2012. PCS acts as the record-keeper as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Total fees paid by the Plan for the services provided by PCS for the years ended December 31, 2013 and 2012 were $49,335 and $26,778, respectively.

SUPPLEMENTAL SCHEDULES

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	** (d) Cost	(e) Current value
	TD Ameritrade	Aberdeen Emerging Markets	$ -	$ 51,680
	TD Ameritrade	ALPS Red Rocks Listed Private Equity	-	61,045
	TD Ameritrade	American Funds EuroPacific Growth	-	3,039
	TD Ameritrade	American Funds Growth Fund of America	-	37,889
	TD Ameritrade	Aston/River Road Independent Value	-	1,574
	TD Ameritrade	Blackrock Inflation Protected Bond	-	2,158
	TD Ameritrade	Blackrock Equity Dividend	-	47,249
	TD Ameritrade	ClearBridge Small Cap Growth	-	8,218
	TD Ameritrade	Columbia Acorn	-	46,480
	TD Ameritrade	Columbia Large Select Growth	-	16,451
	TD Ameritrade	Credit Suisse Cushing 30 MLP Index	-	62,962
	TD Ameritrade	Doubleline Low Duration Bond	-	1,715
	TD Ameritrade	Doubleline Total Return Bond	-	282,244
	TD Ameritrade	Driehaus Active income	-	203,366
	TD Ameritrade	Fidelity GNMA Fund	-	5,580
	TD Ameritrade	Fidelity Spartan 500 Index Investor	-	84,109
	TD Ameritrade	Government Obligations Fund	-	8,617
	TD Ameritrade	iShares Barclays Tips Bond	-	21,049
	TD Ameritrade	iShares Gold Trust	-	26,715
	TD Ameritrade	iShares North American Natural Resources	-	64,835
	TD Ameritrade	iShares Russell 1000 Growth	-	9,400
	TD Ameritrade	JP Morgan Strategic Income Fund	-	15,959
	TD Ameritrade	MFS International Value Fund	-	49,873
	TD Ameritrade	PIMCO Total Return Fund D	-	24,254
	TD Ameritrade	Ridgeworth Mid Cap Value Equity Fund	-	43,895
	TD Ameritrade	RiverPark Short Term High Yield	-	1,771
	TD Ameritrade	Vanguard Dividend Appreciation	-	173,379
	TD Ameritrade	Vanguard High Dividend Yield Index	-	3,733
	TD Ameritrade	Vanguard Intermediate Term Treasury	-	2,204
	TD Ameritrade	Vanguard Long Term Treasury	-	520
	TD Ameritrade	Vanguard Mid Cap Index Fund	-	38,445
	TD Ameritrade	Vanguard Short Term Bond	-	448,846
	TD Ameritrade	Vanguard Short Term Treasury	-	28,067
	TD Ameritrade	Vanguard Small Cap Index Fund	-	39,774
	TD Ameritrade	Vanguard Total Bond Market	-	638,255
	TD Ameritrade	Vanguard Total International Stock	-	674,942
	TD Ameritrade	Vanguard Total Stock Market	-	1,865,922
	TD Ameritrade	Wasatch Frontier Emerging Small Countries	-	69,604
	TD Ameritrade	Wisdon Tree Japan Hedged Equity	-	37,053
*	TD Ameritrade	TD Bank Money Market Deposit Account	-	95,052
	TD Ameritrade	Morley Stable Value Fund	-	68,445
	TD Ameritrade	Participant Notes Receivable (4% - 7%)	-	112,841
*	Transamerica	Transamerica Stable Value Fund	-	3,541
			$ -	$ 5,482,750

* Represents a party-in-interest as defined by ERISA

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

See accompanying notes and auditor's report.

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2013
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Selling price	(g) ** Cost of asset	(h) Current value of asset on transaction date	(i) Net gain(loss)
Single Transactions:						
* TD Ameritrade	TD Bank Money Market Deposit Account	$ -	$ 196,958	$ -	$ 196,958	$ -
* TD Ameritrade	TD Bank Money Market Deposit Account	295,104	-	-	295,104	-
* TD Ameritrade	TD Bank Money Market Deposit Account	447,377	-	-	447,377	-
* TD Ameritrade	TD Bank Money Market Deposit Account	381,411	-	-	381,411	-
* TD Ameritrade	TD Bank Money Market Deposit Account	1,033,262	-	-	1,033,262	-
* TD Ameritrade	TD Bank Money Market Deposit Account	-	356,450	-	356,450	-
TD Ameritrade	Vanguard Index TR	356,450	-	-	356,450	-

* Represents a party-in-interest as defined by ERISA

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

See accompanying notes and auditor's report

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	** (d) Cost	(e) Current value
	TD Ameritrade	Aberdeen Emerging Markets	$ -	$ 51,680
	TD Ameritrade	ALPS Red Rocks Listed Private Equity	-	61,045
	TD Ameritrade	American Funds EuroPacific Growth	-	3,039
	TD Ameritrade	American Funds Growth Fund of America	-	37,889
	TD Ameritrade	Aston/River Road Independent Value	-	1,574
	TD Ameritrade	Blackrock Inflation Protected Bond	-	2,158
	TD Ameritrade	Blackrock Equity Dividend	-	47,249
	TD Ameritrade	ClearBridge Small Cap Growth	-	8,218
	TD Ameritrade	Columbia Acorn	-	46,480
	TD Ameritrade	Columbia Large Select Growth	-	16,451
	TD Ameritrade	Credit Suisse Cushing 30 MLP Index	-	62,962
	TD Ameritrade	Doubleline Low Duration Bond	-	1,715
	TD Ameritrade	Doubleline Total Return Bond	-	282,244
	TD Ameritrade	Driehaus Active income	-	203,366
	TD Ameritrade	Fidelity GNMA Fund	-	5,580
	TD Ameritrade	Fidelity Spartan 500 Index Investor	-	84,109
	TD Ameritrade	Government Obligations Fund	-	8,617
	TD Ameritrade	iShares Barclays Tips Bond	-	21,049
	TD Ameritrade	iShares Gold Trust	-	26,715
	TD Ameritrade	iShares North American Natural Resources	-	64,835
	TD Ameritrade	iShares Russell 1000 Growth	-	9,400
	TD Ameritrade	JP Morgan Strategic Income Fund	-	15,959
	TD Ameritrade	MFS International Value Fund	-	49,873
	TD Ameritrade	PIMCO Total Return Fund D	-	24,254
	TD Ameritrade	Ridgeworth Mid Cap Value Equity Fund	-	43,895
	TD Ameritrade	RiverPark Short Term High Yield	-	1,771
	TD Ameritrade	Vanguard Dividend Appreciation	-	173,379
	TD Ameritrade	Vanguard High Dividend Yield Index	-	3,733
	TD Ameritrade	Vanguard Intermediate Term Treasury	-	2,204
	TD Ameritrade	Vanguard Long Term Treasury	-	520
	TD Ameritrade	Vanguard Mid Cap Index Fund	-	38,445
	TD Ameritrade	Vanguard Short Term Bond	-	448,846
	TD Ameritrade	Vanguard Short Term Treasury	-	28,067
	TD Ameritrade	Vanguard Small Cap Index Fund	-	39,774
	TD Ameritrade	Vanguard Total Bond Market	-	638,255
	TD Ameritrade	Vanguard Total International Stock	-	674,942
	TD Ameritrade	Vanguard Total Stock Market	-	1,865,922
	TD Ameritrade	Wasatch Frontier Emerging Small Countries	-	69,604
	TD Ameritrade	Wisdon Tree Japan Hedged Equity	-	37,053
*	TD Ameritrade	TD Bank Money Market Deposit Account	-	95,052
	TD Ameritrade	Morley Stable Value Fund	-	68,445
	TD Ameritrade	Participant Notes Receivable (4% - 7%)	-	112,841
*	Transamerica	Transamerica Stable Value Fund	-	3,541
			$ -	$ 5,482,750

* Represents a party-in-interest as defined by ERISA

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

See accompanying notes and auditor's report.

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 ☐ 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
SOURCEPOINTE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

SOURCEPOINTE, LLC

2000-B SOUTHBRIDGE PKWY, STE 200

BIRMINGHAM AL 35209

2b Employer Identification Number (EIN) 90-0101397

2c Sponsor's telephone number 205-868-1557

2d Business code (see instructions) 561300

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	Signature of plan administrator	Date 10/9/14	ROBERT D. PIERCE, JR 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 [X] 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**	192
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**	212
b Retired or separated participants receiving benefits	**6b**	3
c Other retired or separated participants entitled to future benefits	**6c**	34
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	249
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	249
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	249
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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

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) [X] 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	**b General Schedules**		
(1) [X] **R** (Retirement Plan Information)	(1) [X]	**H**	(Financial Information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ]	**I**	(Financial Information - Small Plan)
	(3) [X] 1	**A**	(Insurance Information)
	(4) [X]	**C**	(Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ]	**D**	(DFE/Participating Plan Information)
	(6) [ ]	**G**	(Financial Transaction Schedules)

SOURCEPOINTE RETIREMENT PLAN
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2013
EIN : 90-0101397
PLAN NUMBER : 001
FORM : 5500

(a) Identity of party involved	(b) Description of assets	(c) Purchase price	(d) Selling price	(g) ** Cost of asset	(h) Current value of asset on transaction date	(i) Net gain(loss)
Single Transactions:						
* TD Ameritrade	TD Bank Money Market Deposit Account	$ -	$ 196,958	$ -	$ 196,958	$ -
* TD Ameritrade	TD Bank Money Market Deposit Account	295,104	-	-	295,104	-
* TD Ameritrade	TD Bank Money Market Deposit Account	447,377	-	-	447,377	-
* TD Ameritrade	TD Bank Money Market Deposit Account	381,411	-	-	381,411	-
* TD Ameritrade	TD Bank Money Market Deposit Account	1,033,262	-	-	1,033,262	-
* TD Ameritrade	TD Bank Money Market Deposit Account	-	356,450	-	356,450	-
TD Ameritrade	Vanguard Index TR	356,450	-	-	356,450	-

* Represents a party-in-interest as defined by ERISA

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

See accompanying notes and auditor's report