Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NATURE'S TREES, INC. 401K SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1992

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

NATURE'S TREES, INC.

550 BEDFORD RD
BEDFORD HILLS, NY 10507

2b Employer Identification Number (EIN)
13-3257374

2c Sponsor's telephone number
914-241-4999

2d Business code (see instructions)
113210

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.	10/21/2014	LORI MARCELLA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	860
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**	591
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	190
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	781
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	783
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	649
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
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 2S 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)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

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

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
NATURE'S TREES, INC. 401K SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
NATURE'S TREES, INC.	13-3257374	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	32960	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - NORTHERN TRU 36-2723087	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER SM/MID CAP - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.35%

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
NATURE'S TREES, INC. 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NATURE'S TREES, INC.

D Employer Identification Number (EIN)
13-3257374

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	228980	278393
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	221725	227433
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10834424	14034589
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	11285129	14540415
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11285129	14540415

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)	283940	
(B) Participants	2a(1)(B)	1276223	
(C) Others (including rollovers)	2a(1)(C)	22333	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1582496
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	24	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	8851	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8875
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	569257	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		569257
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1618842
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3779470
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	463557	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		463557
f Corrective distributions (see instructions)	2f		25921
g Certain deemed distributions of participant loans (see instructions)	2g		1731
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	32975	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		32975
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		524184
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3255286
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BURRUANO DOLAN LLP **(2)** EIN: 06-1138540

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		5886
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)

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
NATURE'S TREES, INC. 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NATURE'S TREES, INC.

D Employer Identification Number (EIN)
13-3257374

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H—PART IV—LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Total that Constitute Nonexempt Prohibited Transactions

Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ -	$ -	**$ 5,886.08**	$ -

NATURE'S TREES, INC. 401(K) SAVINGS PLAN

Financial Statements and Supplemental Schedules
With Independent Auditors' Report

Year Ended December 31, 2013

Table of Contents

Independent Auditors' Report 1-2

Financial Statements:

Statements of Net Assets Available for Benefits (Modified Cash Basis) 3

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) 4

Notes to Financial Statements (Modified Cash Basis) ..... 5 - 10

Supplemental Schedules

Schedule of Assets Held for Investment Purposes (Modified Cash Basis) 11

Schedule of Delinquent Participant Contributions 12

BURRUANO DOLAN LLP

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

200 BUSINESS PARK DRIVE
SUITE 307
ARMONK, NY 10504
(914) 273-5300 • FAX (914) 273-5812

Independent Auditors' Report

To the Trustees and Plan Administrator
Nature's Trees, Inc.
401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the statements of net assets available for benefits (modified cash basis) of Nature's Trees, Inc. 401(k) Savings Plan as of December 31, 2013 and 2012, and the statements 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

Plan 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 B to the financial statements; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information contained therein with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the 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 of assets held for investment purposes (modified cash basis) and Schedule of delinquent participant contributions, 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.

Burruano Dolan LLP

Armonk, New York
October 14, 2014

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2013 and 2012

Assets

	2013	2012
Investments (at fair value):		
Mutual Funds	$ 14,034,589	$ 10,834,424
Total Investments	14,034,589	10,834,424
Cash and cash equivalents	278,393	228,980
Loans to participants	227,433	221,725
Total Assets	14,540,415	11,285,129
Liabilities	-	-
Net assets available for benefits	$ 14,540,415	$ 11,285,129

See notes to financial statements.

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended December 31, 2013

Additions:	
Additions to net assets attributed to:	
Investment income (loss)	
Net investment gain (loss)	$ 1,618,842
Dividend income	569,257
Interest income	8,875
Total investment income (loss)	2,196,974
Contributions:	
Employer	283,940
Participants	1,276,223
Others	22,333
Total additions (reductions)	3,779,470
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	463,557
Corrective and deemed distributions	27,652
Administrative expenses	32,975
Total deductions	524,184
Net increase (decrease) in net assets available for benefits	3,255,286
Net assets available for benefits:	
Beginning of year	11,285,129
End of year	$ 14,540,415

See notes to financial statements.

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Notes to Financial Statements
Year Ended December 31, 2013

Note A - Description of Plan

The following description of the Nature's Trees, Inc. 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of the Nature's Trees, Inc. (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan assets at December 31, 2013 are invested primarily in mutual funds, held by the Fidelity Management Trust Company.

Contributions

Each year, participants may contribute a portion of pretax annual compensation, as defined in the Plan subject to maximums specified by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. For each plan year, the Company may elect to make Company matching contributions ("Matching Contributions"). For the 2013 plan year, the Company elected to make a Matching Contribution equal to 75% of the employee's elective deferral up to a maximum matching contribution of $1,000 per employee. Participants direct the investment of their contributions and any Company Matching Contributions into various investment options offered by the Plan. The Company may also decide to make a discretionary profit-sharing contribution each year. There were no discretionary profit-sharing contributions for the 2013 plan year. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and, (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit-sharing contribution portion of their account plus actual earnings thereon requires three years of service. A participant is 100% vested at the end of the third year.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less.

Note A - Description of Plan (continuation)

Payment of Benefits

On 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 vested interest in his or her account, or various other installment or annuity options. For termination of service due to other reasons, a participant may elect to receive the value of the vested interest in his or her account as a lump-sum distribution, continue the account (subject to plan and regulatory requirements), or roll over the account to another qualified plan or IRA.

Note B - Summary of Significant Accounting Policies

Basis of Presentation

As permitted by ERISA, the financial statements are presented on a modified cash basis. This is a comprehensive basis of accounting other than generally accepted accounting principles. Under this modified cash basis, the Plan's investments are stated at fair value. Contributions to the Plan and investment earnings are recorded when received and expenses, distributions to participants and other deductions from net assets are recognized when paid.

Accounting Standards

The Plan follows accounting standards set by the Financial Accounting Standards Board, commonly referred to as the "FASB", as published in the Accounting Standards Codification ("ASC" or the "Codification"). The ASC is the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("GAAP") and supersedes all prior non-SEC accounting and reporting standards. The ASC is organized by subject area and the FASB uses Accounting Standards Updates ("ASU") to amend the ASC.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding balances plus accrued interest.

Note B - Summary of Significant Accounting Policies (continuation)

Forfeitures

Forfeitures are first used to pay Plan expenses, then used to reduce Employer contributions to the Plan. Unallocated forfeitures were $90,802 and $77,111 at December 31, 2013 and 2012, respectively.

Payment of Benefits

Benefit payments are recorded when paid.

Fair Value Measurements

Effective January 1, 2010, the Plan adopted the applicable provisions of FASB ASC Topic 820 "Fair Value Measurements and Disclosures" ("Topic 820"). Topic 820 defines fair value, establishes a new framework for measuring fair value and expands related disclosures about fair value measurements. (Note C)

Note C - Fair Value Measurements

The Plan's investments are reported at Fair Value in the accompanying statement of net assets available for benefits. Fair Value is measured using the framework established by FASB ASC Topic 820 ("Topic 820"). Broadly, the Topic 820 framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants, Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels which are described below:

- Level 1 - Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices such as quoted prices for identical assets and liabilities in inactive markets, quoted market prices for similar assets or liabilities in active markets and model derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 - Prices or valuation models that require significant inputs that are unobservable.

Observable inputs reflect market data obtained from independent sources while unobservable inputs reflect the Plan's market assumptions. Preference is given to observable inputs and Topic 820 requires the use of observable market data if such data is available without undue cost and effort.

Note C - Fair Value Measurements (continuation)

Financial Assets measured at Fair Value on a recurring basis:

The following table presents the Plan's financial assets that are measured at Fair Value on a recurring basis at December 31, 2013 and 2012 consistent with the Fair Value hierarchy provisions of Topic 820.

	December 31, 2013			
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$14,034,589	$14,034,589	$ -	$ -
Total	$14,034,589	$14,034,589	$ -	$ -

	December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$10,834,424	$10,834,424	$ -	$ -
Total	$10,834,424	$10,834,424	$ -	$ -

Note D - Investments

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

	2013	2012
Fidelity Freedom 2020 -116,826 and 119,186 shares	$ 1,823,648	$ 1,705,552
Fidelity Freedom 2030 -129,609 and 117,281 shares	2,112,634	1,668,912
Fidelity Freedom 2025 -135,756 and 132,745 shares	1,808,264	1,586,302
Fidelity Freedom 2040 - 30,436 and 108,395 shares	1,241,749	895,342
Fidelity Freedom 2035 – 94,408 and 70,318 shares	1,272,626	831,859
Fidelity Freedom 2015 - * and 119,186 shares	*	593,029
Fidelity Freedom 2050 – 73,786 and 60,680 shares	813,861	584,957

* Represented less than 5% of the Plan's net assets at year-end.

During 2013 and 2012, the Plan's investments increased (decreased) in value (including gains and losses on investments bought and sold, as well as held during the year) by approximately $1,618,841 and $955,220, respectively.

Note E - Information Prepared and Certified by Trustee

The following information as of December 31, 2013 and 2012 and for the year ended to December 31, 2013 included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company.

	At December 31,	
	2013	2012
Investments - Mutual Funds	$ 14,034,589	$ 10,834,424
Common collective trusts	-	-
Cash and cash equivalents	278,393	228,980
Loans to participants	227,433	221,725

	For the year ended December 31, 2013
Net Investment income (loss)	2,196,974
Payments to participants	491,209
Administrative expenses	32,975

Note F – Related Party Transactions

Certain Plan investments are shares of common/collective trust funds managed by Fidelity Trust Company. Fidelity Management Trust Company is the trustee as defined by the plan and therefore, these transactions quality as party-in-interest transactions. Fees paid by the Plan for the investment management services were $32,975 for the year ended December 31, 2013.

Note G – Corrective Distributions

The salary reduction contributions of "highly compensated employees" are limited not only to the Internal Revenues Code limitation, but are also subject to statutory nondiscrimination limitation, which is tested annually at the end of the Plan year. For the 2012 Plan year, excess contributions were determined to be $27,652 and were refunded to participants in 2013.

Note H - Plan Termination

Although it has not expressed 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% vested in their accounts.

Note I - Tax Status

The Internal Revenue Service has informed Fidelity Management & Research Co. by a letter dated March 31, 2008 that the Prototype Non-standardized Profit Sharing Plan, which was adopted by Nature's Trees, Inc., was acceptable under Section 401 of the Internal Revenue Code (IRC) for use by employers for the benefit of employees. This letter is not a determination that the Nature Tree's, Inc 401(K) Savings Plan is a qualified plan. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note J - Plan Amendments

Various provisions of the Plan, as adopted by Nature's Trees, Inc., were amended effective January 19, 2011. The Plan was also amended effective March 1, 2012 with respect to the section of the Plan regarding deferral contributions and certain aspects of and education and enrollment services.

Note K - 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 statement of net assets available for benefits.

Note L – Subsequent Events

The Plan has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 14, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Nature's Trees, Inc. 401(k) Savings Plan
Form 5500, Schedule H, Part IV , Line 4 Schedule of Assets (Held At Year End)
(Modified Cash Basis)
December 31, 2013

Plan Sponsor: Nature's Trees, Inc.
Plan Name: Nature's Trees, Inc. 401(k) Savings Plan
EIN: 13-3257374
Plan number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual Funds	**Shares**		
	ABF LG Cap Val Inv	7,051	$ 140,381	$ 192,212
	Rainier Sm/Mid Cap	2,898	95,482	138,714
	Northern Sm Cap Val	5,209	90,660	108,301
*	Fid Value	3,120	237,372	323,151
*	Fid Intl Discovery	8,978	287,201	363,645
*	Fid Capital Apprec	9,053	252,368	327,535
*	Fid Canada	869	48,093	50,682
*	Fid Freedom Income	26,924	306,065	316,090
*	Fid Freedom 2000	2,293	26,933	28,502
*	Fid Freedom 2010	22,290	311,927	341,261
*	Fid Freedom 2020	116,826	16,864,831	1,823,648
*	Fid Freedom 2030	129,609	1,875,446	2,112,634
*	FID SM Cap Discovery	13,270	350,541	414,819
	Sptn Tot Mkt Idx Inv	11,024	454,661	596,623
	Sptn Ext Mkt Idx Inv	4,125	191,566	220,360
	Sptn Intl Idx Inv	260	8,799	10,576
*	Fid Total Bond	23,442	253,606	244,738
*	Fid Freedom 2005	22	255	264
*	Fid Freedom 2015	51,453	599,017	656,030
*	Fid Freedom 2025	135,756	162,157	1,808,264
*	Fid Freedom 2035	94,408	1,128,903	1,272,626
*	Fid Freedom 2040	130,436	1,074,830	1,241,749
*	Fid Freedom 2045	54,236	521,464	594,964
*	Fid Freedom 2050	73,786	734,270	813,861
	Fid Freedom 2055	2872	31,090	33,340
	Total Mutual Funds			14,034,589
	Cash Equivalents			
*	Fid Retire Mmkt	278,393	278,393	278,393
	Total Cash Equivalents			278,393
	Participant Loans			
*	Participant Loans	Interest rates vary form 4.25% to 9.25% with		
		maturities through 2015		227,433
	Total Assets Held (at End of Year)			$ 14,540,415
*	Denotes a party-in-interest as defined by ERISA.			

SCHEDULE H—PART IV—LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions		
Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ -	$ -	$ 5,886.08	$ -

NATURE'S TREES, INC. 401(K) SAVINGS PLAN

Financial Statements and Supplemental Schedules
With Independent Auditors' Report

Year Ended December 31, 2013

Table of Contents

Independent Auditors' Report 1-2

Financial Statements:

Statements of Net Assets Available for Benefits (Modified Cash Basis) 3

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis) 4

Notes to Financial Statements (Modified Cash Basis) ..... 5 - 10

Supplemental Schedules

Schedule of Assets Held for Investment Purposes (Modified Cash Basis) 11

Schedule of Delinquent Participant Contributions 12

BURRUANO DOLAN LLP

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

200 BUSINESS PARK DRIVE
SUITE 307
ARMONK, NY 10504
(914) 273-5300 • FAX (914) 273-5812

Independent Auditors' Report

To the Trustees and Plan Administrator
Nature's Trees, Inc.
401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the statements of net assets available for benefits (modified cash basis) of Nature's Trees, Inc. 401(k) Savings Plan as of December 31, 2013 and 2012, and the statements 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

Plan 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 B to the financial statements; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information contained therein with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the 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 of assets held for investment purposes (modified cash basis) and Schedule of delinquent participant contributions, 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.

Burruano Dolan LLP

Armonk, New York
October 14, 2014

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2013 and 2012

Assets

	2013	2012
Investments (at fair value):		
Mutual Funds	$ 14,034,589	$ 10,834,424
Total Investments	14,034,589	10,834,424
Cash and cash equivalents	278,393	228,980
Loans to participants	227,433	221,725
Total Assets	14,540,415	11,285,129
Liabilities	-	-
Net assets available for benefits	$ 14,540,415	$ 11,285,129

See notes to financial statements.

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended December 31, 2013

Additions:	
Additions to net assets attributed to:	
Investment income (loss)	
Net investment gain (loss)	$ 1,618,842
Dividend income	569,257
Interest income	8,875
Total investment income (loss)	2,196,974
Contributions:	
Employer	283,940
Participants	1,276,223
Others	22,333
Total additions (reductions)	3,779,470
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	463,557
Corrective and deemed distributions	27,652
Administrative expenses	32,975
Total deductions	524,184
Net increase (decrease) in net assets available for benefits	3,255,286
Net assets available for benefits:	
Beginning of year	11,285,129
End of year	$ 14,540,415

See notes to financial statements.

NATURE'S TREES, INC. 401(K) SAVINGS PLAN
Notes to Financial Statements
Year Ended December 31, 2013

Note A - Description of Plan

The following description of the Nature's Trees, Inc. 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of the Nature's Trees, Inc. (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan assets at December 31, 2013 are invested primarily in mutual funds, held by the Fidelity Management Trust Company.

Contributions

Each year, participants may contribute a portion of pretax annual compensation, as defined in the Plan subject to maximums specified by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. For each plan year, the Company may elect to make Company matching contributions ("Matching Contributions"). For the 2013 plan year, the Company elected to make a Matching Contribution equal to 75% of the employee's elective deferral up to a maximum matching contribution of $1,000 per employee. Participants direct the investment of their contributions and any Company Matching Contributions into various investment options offered by the Plan. The Company may also decide to make a discretionary profit-sharing contribution each year. There were no discretionary profit-sharing contributions for the 2013 plan year. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and, (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit-sharing contribution portion of their account plus actual earnings thereon requires three years of service. A participant is 100% vested at the end of the third year.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less.

Note A - Description of Plan (continuation)

Payment of Benefits

On 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 vested interest in his or her account, or various other installment or annuity options. For termination of service due to other reasons, a participant may elect to receive the value of the vested interest in his or her account as a lump-sum distribution, continue the account (subject to plan and regulatory requirements), or roll over the account to another qualified plan or IRA.

Note B - Summary of Significant Accounting Policies

Basis of Presentation

As permitted by ERISA, the financial statements are presented on a modified cash basis. This is a comprehensive basis of accounting other than generally accepted accounting principles. Under this modified cash basis, the Plan's investments are stated at fair value. Contributions to the Plan and investment earnings are recorded when received and expenses, distributions to participants and other deductions from net assets are recognized when paid.

Accounting Standards

The Plan follows accounting standards set by the Financial Accounting Standards Board, commonly referred to as the "FASB", as published in the Accounting Standards Codification ("ASC" or the "Codification"). The ASC is the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("GAAP") and supersedes all prior non-SEC accounting and reporting standards. The ASC is organized by subject area and the FASB uses Accounting Standards Updates ("ASU") to amend the ASC.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding balances plus accrued interest.

Note B - Summary of Significant Accounting Policies (continuation)

Forfeitures

Forfeitures are first used to pay Plan expenses, then used to reduce Employer contributions to the Plan. Unallocated forfeitures were $90,802 and $77,111 at December 31, 2013 and 2012, respectively.

Payment of Benefits

Benefit payments are recorded when paid.

Fair Value Measurements

Effective January 1, 2010, the Plan adopted the applicable provisions of FASB ASC Topic 820 "Fair Value Measurements and Disclosures" ("Topic 820"). Topic 820 defines fair value, establishes a new framework for measuring fair value and expands related disclosures about fair value measurements. (Note C)

Note C - Fair Value Measurements

The Plan's investments are reported at Fair Value in the accompanying statement of net assets available for benefits. Fair Value is measured using the framework established by FASB ASC Topic 820 ("Topic 820"). Broadly, the Topic 820 framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants, Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels which are described below:

- Level 1 - Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices such as quoted prices for identical assets and liabilities in inactive markets, quoted market prices for similar assets or liabilities in active markets and model derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 - Prices or valuation models that require significant inputs that are unobservable.

Observable inputs reflect market data obtained from independent sources while unobservable inputs reflect the Plan's market assumptions. Preference is given to observable inputs and Topic 820 requires the use of observable market data if such data is available without undue cost and effort.

Note C - Fair Value Measurements (continuation)

Financial Assets measured at Fair Value on a recurring basis:

The following table presents the Plan's financial assets that are measured at Fair Value on a recurring basis at December 31, 2013 and 2012 consistent with the Fair Value hierarchy provisions of Topic 820.

	December 31, 2013			
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$14,034,589	$14,034,589	$ -	$ -
Total	$14,034,589	$14,034,589	$ -	$ -

	December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds	$10,834,424	$10,834,424	$ -	$ -
Total	$10,834,424	$10,834,424	$ -	$ -

Note D - Investments

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

	2013	2012
Fidelity Freedom 2020 -116,826 and 119,186 shares	$ 1,823,648	$ 1,705,552
Fidelity Freedom 2030 -129,609 and 117,281 shares	2,112,634	1,668,912
Fidelity Freedom 2025 -135,756 and 132,745 shares	1,808,264	1,586,302
Fidelity Freedom 2040 - 30,436 and 108,395 shares	1,241,749	895,342
Fidelity Freedom 2035 – 94,408 and 70,318 shares	1,272,626	831,859
Fidelity Freedom 2015 - * and 119,186 shares	*	593,029
Fidelity Freedom 2050 – 73,786 and 60,680 shares	813,861	584,957

* Represented less than 5% of the Plan's net assets at year-end.

During 2013 and 2012, the Plan's investments increased (decreased) in value (including gains and losses on investments bought and sold, as well as held during the year) by approximately $1,618,841 and $955,220, respectively.

Note E - Information Prepared and Certified by Trustee

The following information as of December 31, 2013 and 2012 and for the year ended to December 31, 2013 included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company.

	At December 31,	
	2013	2012
Investments - Mutual Funds	$ 14,034,589	$ 10,834,424
Common collective trusts	-	-
Cash and cash equivalents	278,393	228,980
Loans to participants	227,433	221,725

	For the year ended December 31, 2013
Net Investment income (loss)	2,196,974
Payments to participants	491,209
Administrative expenses	32,975

Note F – Related Party Transactions

Certain Plan investments are shares of common/collective trust funds managed by Fidelity Trust Company. Fidelity Management Trust Company is the trustee as defined by the plan and therefore, these transactions quality as party-in-interest transactions. Fees paid by the Plan for the investment management services were $32,975 for the year ended December 31, 2013.

Note G – Corrective Distributions

The salary reduction contributions of "highly compensated employees" are limited not only to the Internal Revenues Code limitation, but are also subject to statutory nondiscrimination limitation, which is tested annually at the end of the Plan year. For the 2012 Plan year, excess contributions were determined to be $27,652 and were refunded to participants in 2013.

Note H - Plan Termination

Although it has not expressed 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% vested in their accounts.

Note I - Tax Status

The Internal Revenue Service has informed Fidelity Management & Research Co. by a letter dated March 31, 2008 that the Prototype Non-standardized Profit Sharing Plan, which was adopted by Nature's Trees, Inc., was acceptable under Section 401 of the Internal Revenue Code (IRC) for use by employers for the benefit of employees. This letter is not a determination that the Nature Tree's, Inc 401(K) Savings Plan is a qualified plan. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note J - Plan Amendments

Various provisions of the Plan, as adopted by Nature's Trees, Inc., were amended effective January 19, 2011. The Plan was also amended effective March 1, 2012 with respect to the section of the Plan regarding deferral contributions and certain aspects of and education and enrollment services.

Note K - 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 statement of net assets available for benefits.

Note L – Subsequent Events

The Plan has evaluated events and transactions for potential recognition or disclosure in the financial statements through October 14, 2014, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Nature's Trees, Inc. 401(k) Savings Plan
Form 5500, Schedule H, Part IV , Line 4 Schedule of Assets (Held At Year End)
(Modified Cash Basis)
December 31, 2013

Plan Sponsor: Nature's Trees, Inc.
Plan Name: Nature's Trees, Inc. 401(k) Savings Plan
EIN: 13-3257374
Plan number: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual Funds	**Shares**		
	ABF LG Cap Val Inv	7,051	$ 140,381	$ 192,212
	Rainier Sm/Mid Cap	2,898	95,482	138,714
	Northern Sm Cap Val	5,209	90,660	108,301
*	Fid Value	3,120	237,372	323,151
*	Fid Intl Discovery	8,978	287,201	363,645
*	Fid Capital Apprec	9,053	252,368	327,535
*	Fid Canada	869	48,093	50,682
*	Fid Freedom Income	26,924	306,065	316,090
*	Fid Freedom 2000	2,293	26,933	28,502
*	Fid Freedom 2010	22,290	311,927	341,261
*	Fid Freedom 2020	116,826	16,864,831	1,823,648
*	Fid Freedom 2030	129,609	1,875,446	2,112,634
*	FID SM Cap Discovery	13,270	350,541	414,819
	Sptn Tot Mkt Idx Inv	11,024	454,661	596,623
	Sptn Ext Mkt Idx Inv	4,125	191,566	220,360
	Sptn Intl Idx Inv	260	8,799	10,576
*	Fid Total Bond	23,442	253,606	244,738
*	Fid Freedom 2005	22	255	264
*	Fid Freedom 2015	51,453	599,017	656,030
*	Fid Freedom 2025	135,756	162,157	1,808,264
*	Fid Freedom 2035	94,408	1,128,903	1,272,626
*	Fid Freedom 2040	130,436	1,074,830	1,241,749
*	Fid Freedom 2045	54,236	521,464	594,964
*	Fid Freedom 2050	73,786	734,270	813,861
	Fid Freedom 2055	2872	31,090	33,340
	Total Mutual Funds			14,034,589
	Cash Equivalents			
*	Fid Retire Mmkt	278,393	278,393	278,393
	Total Cash Equivalents			278,393
	Participant Loans			
*	Participant Loans	Interest rates vary form 4.25% to 9.25% with		
		maturities through 2015		227,433
	Total Assets Held (at End of Year)			$ 14,540,415
*	Denotes a party-in-interest as defined by ERISA.			

SCHEDULE H—PART IV—LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions		
Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ -	$ -	$ 5,886.08	$ -