

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>06/01/2013</u> and ending <u>05/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C. PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/1985</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>62-1199757</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>615-377-4600</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>541211</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/01/1985</u>		2b Employer Identification Number (EIN) <u>62-1199757</u>		2c Sponsor's telephone number <u>615-377-4600</u>		2d Business code (see instructions) <u>541211</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>06/01/1985</u>											
2b Employer Identification Number (EIN) <u>62-1199757</u>											
2c Sponsor's telephone number <u>615-377-4600</u>											
2d Business code (see instructions) <u>541211</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C.</u> <u>5250 VIRGINIA WAY, SUITE 400</u> <u>BRENTWOOD, TN 37027</u>											

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>02/11/2015</u>	<u>DAVID K MORGAN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>02/11/2015</u>	<u>DAVID K. MORGAN</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	284
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	227
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	66
d Subtotal. Add lines 6a , 6b , and 6c		6d	293
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	293
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	293
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	2
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 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

For calendar plan year 2013 or fiscal plan year beginning **06/01/2013** and ending **05/31/2014**

A Name of plan LATTIMORE, BLACK, MORGAN AND CAIN, P.C. PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LATTIMORE, BLACK, MORGAN AND CAIN, P.C.	D Employer Identification Number (EIN) 62-1199757	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

THE RETIREMENT PLAN COMPANY, LLC

38-3712991

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	57974	Yes ☒ No ☐	Yes ☒ No ☐	33657	Yes ☐ No ☐

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

MG TRUST COMPANY LLC

75-3182674

(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?
26	NONE	13201	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
THE RETIREMENT PLAN COMPANY, LLC	60 63	6325
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS EUROPACIFIC GR A 333 SOUTH HOPE STREET LOS ANGELES, CA 90071-1406	SUB TA FEES 12B1 FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE RETIREMENT PLAN COMPANY, LLC	60 63	2283
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS GROWTH FUND OF AMER ONE MARKET, STEUART TOWER SUITE 1800 SAN FRANCISCO, CA 94105-1409	SUB TA FEES 12B1 FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE RETIREMENT PLAN COMPANY, LLC	60 63	5773
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS WASHINGTON MUTUAL A 333 HOPE ST-55TH FI LOS ANGELES, CA 90071	SUB TA FEES 12B1 FEES	

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
THE RETIREMENT PLAN COMPANY, LLC	60	5325
(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.
JANUS BALANCED T 151 DETROIT STREET DENVER, CO 80206	SUB TA FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE RETIREMENT PLAN COMPANY, LLC	60	5670
(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.
PERKINS SMALL CAP VALUE T 151 DETROIT STREET DENVER, CO 80206	SUB TA FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE RETIREMENT PLAN COMPANY, LLC	60 63	3746
(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.
PIMCO TOTAL RETURN A 1633 BROADWAY NEW YORK, NY 10019	SUB TA FEES 12B1 FEES	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>06/01/2013</u> and ending <u>05/31/2014</u>		
A Name of plan <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C. PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C.</u>	D Employer Identification Number (EIN) <u>62-1199757</u>	

Part I	Asset and Liability Statement
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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	1650	143466
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1184626	1343149
(2) Participant contributions.....	1b(2)	359185	268532
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1794770	1835611
(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)	293050	280137
(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)	21799711	27202064
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25432992	31072959

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25432992	31072959
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1343149	
(B) Participants	2a(1)(B)	1419397	
(C) Others (including rollovers)	2a(1)(C)	27280	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2789826
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	12	
(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)	11796	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11808
(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)	692472	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		692472
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		3038146
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		6532252

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	770635	
(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)		770635
f Corrective distributions (see instructions)	2f		48640
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	73010	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		73010
j Total expenses. Add all expense amounts in column (b) and enter total	2j		892285

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5639967
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: WARREN AVERETT, LLC

(2) EIN: 45-4084437

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
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?		X	
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?		X	
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?		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 06/01/2013 and ending 05/31/2014

A Name of plan <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C. PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LATTIMORE, BLACK, MORGAN AND CAIN, P.C.</u>	D Employer Identification Number (EIN) <u>62-1199757</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>75-3182674</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____

**LATTIMORE, BLACK, MORGAN &
CAIN, P.C. 401(K) PROFIT
SHARING PLAN**

Financial Statements and Supplemental Schedule

May 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of May 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by MG Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended May 31, 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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 the financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of May 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Other Matter - 2013 Financial Statements

The financial statements of the Plan as of May 31, 2013, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by MG Trust Company, LLC, the custodian of the Plan. Their report, dated February 25, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2014 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.

Warren Averett, LLC

Birmingham, Alabama
January 9, 2015

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

May 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value:		
Interest bearing deposit	1,835,611	1,794,770
Mutual funds	<u>27,202,064</u>	<u>21,799,711</u>
Total investments, at fair value	<u>29,037,675</u>	<u>23,594,481</u>
Receivables:		
Plan sponsor contributions	1,343,149	1,184,626
Participant contributions	268,532	359,185
Participant notes receivable	<u>280,137</u>	<u>293,050</u>
Total receivables	<u>1,891,818</u>	<u>1,836,861</u>
Net assets available for benefits	\$ <u>31,072,959</u>	\$ <u>25,432,992</u>

See accompanying notes to the financial statements.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN**Statements of Changes in Net Assets Available for Benefits****Years ended May 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation in fair value of investments	\$ 3,038,146	\$ 3,251,673
Interest and dividend income	<u>692,484</u>	<u>539,301</u>
Net change resulting from investment activity	<u>3,730,630</u>	<u>3,790,974</u>
Interest on participant notes receivable	<u>11,796</u>	<u>11,214</u>
Contributions:		
Plan sponsor	1,343,149	1,184,626
Participants	1,419,397	1,249,281
Rollover	<u>27,280</u>	<u>71,577</u>
Total contributions	<u>2,789,826</u>	<u>2,505,484</u>
Total additions	<u>6,532,252</u>	<u>6,307,672</u>
Deductions from net assets attributed to:		
Benefits paid	819,275	1,385,741
Administrative expenses	<u>73,010</u>	<u>69,301</u>
Total deductions	<u>892,285</u>	<u>1,455,042</u>
Net increase	5,639,967	4,852,630
Net assets available for benefits at beginning of year	<u>25,432,992</u>	<u>20,580,362</u>
Net assets available for benefits at end of year	<u>\$ 31,072,959</u>	<u>\$ 25,432,992</u>

See accompanying notes to the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(1) Description of plan

The following description of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing 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 defined contribution plan which was adopted to provide retirement benefits for eligible employees of Lattimore, Black, Morgan & Cain, P.C. (the Plan Sponsor). The Plan covers substantially all full-time employees who are age twenty-one or older and have completed one year of service (participants). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor serves as the plan administrator and is responsible for the oversight of the Plan.

(b) Contributions

Participants may voluntarily make qualified retirement contributions on a pre-tax or after-tax ROTH basis to the Plan as provided for under Section 401(k) of the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan Sponsor does not make matching contributions. However, the Plan Sponsor may make discretionary profit sharing contributions. The Plan Sponsor contributed \$1,343,149 and \$1,184,626 for the years ended May 31, 2014 and 2013, respectively.

Participants direct the investment of their contributions into various investment options offered by the Plan. Participant contributions are permitted up to 75% of compensation subject to certain IRC limitations. Participants may change their contribution percentages any time during the year.

(c) Participant accounts

Each participant's account is credited or charged with the participant's and Plan Sponsor contributions, investment earnings (losses) and administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. 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 elective salary deferral plus actual earnings (losses) thereon. Vesting in the Plan Sponsor's contribution is based on years of continuous service. A participant is vested in the Plan Sponsor contributions at the rate of 20 percent per year of credited service, as defined, starting with the second year of service, and is fully vested after six years of credited service. In the event of disability, as defined in the Plan document, or death, a participant becomes fully vested in his or her account balance.

Notes to the Financial Statements

May 31, 2014 and 2013

(e) Investment options

Upon enrollment in the Plan, a participant may direct his or her contributions in any of investment options provided under a contract with MG Trust Company, LLC. Participants may change their investment options daily.

(f) Participant notes receivable

Each participant may borrow from his or her account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of his or her account balance. A participant may have no more than two loans outstanding at one time. The participant notes receivable are secured by the balances in the respective participants' accounts and bear interest at annual rates determined by the trustee. At May 31, 2014 and 2013, the effective annual interest rate ranged from 4.25% to 6.00%. Principal and interest are paid ratably through payroll deductions.

(g) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant receives a lump-sum payment equal to his or her entire account. For termination of service due to other reasons, a participant is entitled to receive only the vested interest in his or her account as a lump-sum distribution. Hardship withdrawals are permitted under certain instances, as defined in the Plan document.

(h) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. Such forfeitures reduce the Plan Sponsor's contributions to the Plan. For the years ended May 31, 2014 and 2013, forfeited nonvested accounts used to reduce Plan Sponsor contributions totaled \$25,410 and \$18,514, respectively.

(i) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor 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.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Notes to the Financial Statements

May 31, 2014 and 2013

(b) Investment valuation and income recognition

Investments are stated at fair value as reported by the custodian. See note 4 for discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. The net realized gains or losses from dispositions and the net unrealized gains or losses from changes in fair value of the Plan's investments are combined for presentation in the accompanying financial statements.

(c) Participant notes receivable

Participant notes receivable are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Recordkeeping fees are charged directly to the participants' accounts and transferred to the Plan's revenue account. Participant recordkeeping fees and fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, because they are paid through revenue sharing, rather than a direct payment from the Plan.

(g) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between May 31, 2014 and January 9, 2015, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(3) Summary of information certified by custodian

The following information was certified as complete and accurate by MG Trust Company, LLC, custodian, as of and for the years ended May 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value	\$ <u>29,037,675</u>	\$ <u>23,594,481</u>
Net change resulting from investment activity	\$ <u>3,730,630</u>	\$ <u>3,790,974</u>

(4) Fair value measurements

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at May 31, 2014 and 2013.

- (i) *Mutual funds*: Valued at the net asset value of shares held by the Plan at year end in an active market.

Notes to the Financial Statements

May 31, 2014 and 2013

- (ii) *Interest bearing deposit:* Valued at cost which approximates fair value. The interest bearing deposit is a demand account with no restrictions on withdrawals.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2014 and 2013:

Fair Value Measurements as of
May 31, 2014 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 3,364,119	\$ -	\$ -	\$ 3,364,119
Balanced funds	2,929,165	-	-	2,929,165
Growth funds	10,607,700	-	-	10,607,700
Fixed income funds	2,329,193	-	-	2,329,193
Blended funds	3,799,157	-	-	3,799,157
Money market funds	25,553	-	-	25,553
Value funds	<u>4,147,177</u>	<u>-</u>	<u>-</u>	<u>4,147,177</u>
Total mutual funds	<u>27,202,064</u>	<u>-</u>	<u>-</u>	<u>27,202,064</u>
Interest bearing deposit	<u>-</u>	<u>1,835,611</u>	<u>-</u>	<u>1,835,611</u>
Total	<u>\$ 27,202,064</u>	<u>\$ 1,835,611</u>	<u>\$ -</u>	<u>\$ 29,037,675</u>

Fair Value Measurements as of
May 31, 2013 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 2,329,204	\$ -	\$ -	\$ 2,329,204
Balanced funds	2,457,626	-	-	2,457,626
Growth funds	8,243,377	-	-	8,243,377
Fixed income funds	2,339,209	-	-	2,339,209
Value funds	<u>6,430,295</u>	<u>-</u>	<u>-</u>	<u>6,430,295</u>
Total mutual funds	<u>21,799,711</u>	<u>-</u>	<u>-</u>	<u>21,799,711</u>
Interest bearing deposit	<u>-</u>	<u>1,794,770</u>	<u>-</u>	<u>1,794,770</u>
Total	<u>\$ 21,799,711</u>	<u>\$ 1,794,770</u>	<u>\$ -</u>	<u>\$ 23,594,481</u>

Notes to the Financial Statements

May 31, 2014 and 2013

(5) Investments and investment income

The fair value of investments that represent 5% or more of the Plan's net assets as of May 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
American Funds Growth Fund of America	**	\$ <u>4,646,758</u>
American Funds Europacific Fund of America	\$ <u>4,162,638</u>	\$ <u>3,319,438</u>
American Funds Washington Mutual Investors	\$ <u>3,799,157</u>	\$ <u>2,988,618</u>
Perkins Small Cap Value J Fund	\$ <u>3,008,936</u>	\$ <u>2,598,568</u>
Janus Balanced Fund	\$ <u>2,929,165</u>	\$ <u>2,457,626</u>
PIMCO Total Return Fund	\$ <u>1,913,273</u>	\$ <u>1,942,514</u>
Master Demand Account	\$ <u>1,835,611</u>	\$ <u>1,794,770</u>
Vanguard 500 Index Fund	\$ <u>3,279,715</u>	\$ <u>2,293,202</u>
PRIMECAP Odyssey Growth Fund	\$ <u>5,834,500</u>	**

**Investment does not represent 5% or more of the Plan's net assets for the respective year.

All net appreciation in fair value of investments is attributable to mutual funds.

(6) Income tax status

The Plan obtained a favorable determination letter on June 14, 2006, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of May 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

(7) Related party transactions

Fees of \$13,201 in 2014 and \$7,923 in 2013 were paid by the Plan to MG Trust Company, LLC.

Notes to the Financial Statements

May 31, 2014 and 2013

(8) Risks and uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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 statements of net assets available for benefits.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

EIN 62-1199757, PLAN No. 001

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

May 31, 2014

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	American Funds	Europacific Fund of America	**	\$ 4,162,638
	American Funds	Washington Mutual Investors	**	3,799,157
	PRIMECAP	Odyssey Aggressive Growth	**	610,561
	PRIMECAP	Odyssey Growth	**	5,834,500
	Janus	Balanced Fund	**	2,929,165
	Janus	Perkins Small Cap Value J	**	3,008,936
	PIMCO	Total Return	**	1,913,273
	Vanguard	500 Index	**	3,279,715
	Vanguard	Short-Term Treasury	**	415,921
	Causeway	International Value Inv	**	1,138,241
	Powershares	Commodity Index Tracking	**	84,404
	Bancorp	Master Demand Account	**	1,835,611
	Alliance Bernstein	Exchange Reserve - A	**	<u>25,553</u>
	Total			29,037,675
*	Participant notes receivable	4.25% - 6.00%	-	<u>280,137</u>
				\$ <u>29,317,812</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by MG Trust Company, LLC, the custodian.

**LATTIMORE, BLACK, MORGAN &
CAIN, P.C. 401(K) PROFIT
SHARING PLAN**

Financial Statements and Supplemental Schedule

May 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of May 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by MG Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended May 31, 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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 the financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of May 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Other Matter - 2013 Financial Statements

The financial statements of the Plan as of May 31, 2013, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by MG Trust Company, LLC, the custodian of the Plan. Their report, dated February 25, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2014 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.

Warren Averett, LLC

Birmingham, Alabama
January 9, 2015

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

May 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value:		
Interest bearing deposit	1,835,611	1,794,770
Mutual funds	<u>27,202,064</u>	<u>21,799,711</u>
Total investments, at fair value	<u>29,037,675</u>	<u>23,594,481</u>
Receivables:		
Plan sponsor contributions	1,343,149	1,184,626
Participant contributions	268,532	359,185
Participant notes receivable	<u>280,137</u>	<u>293,050</u>
Total receivables	<u>1,891,818</u>	<u>1,836,861</u>
Net assets available for benefits	\$ <u>31,072,959</u>	\$ <u>25,432,992</u>

See accompanying notes to the financial statements.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN**Statements of Changes in Net Assets Available for Benefits****Years ended May 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation in fair value of investments	\$ 3,038,146	\$ 3,251,673
Interest and dividend income	<u>692,484</u>	<u>539,301</u>
Net change resulting from investment activity	<u>3,730,630</u>	<u>3,790,974</u>
Interest on participant notes receivable	<u>11,796</u>	<u>11,214</u>
Contributions:		
Plan sponsor	1,343,149	1,184,626
Participants	1,419,397	1,249,281
Rollover	<u>27,280</u>	<u>71,577</u>
Total contributions	<u>2,789,826</u>	<u>2,505,484</u>
Total additions	<u>6,532,252</u>	<u>6,307,672</u>
Deductions from net assets attributed to:		
Benefits paid	819,275	1,385,741
Administrative expenses	<u>73,010</u>	<u>69,301</u>
Total deductions	<u>892,285</u>	<u>1,455,042</u>
Net increase	5,639,967	4,852,630
Net assets available for benefits at beginning of year	<u>25,432,992</u>	<u>20,580,362</u>
Net assets available for benefits at end of year	<u>\$ 31,072,959</u>	<u>\$ 25,432,992</u>

See accompanying notes to the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(1) Description of plan

The following description of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing 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 defined contribution plan which was adopted to provide retirement benefits for eligible employees of Lattimore, Black, Morgan & Cain, P.C. (the Plan Sponsor). The Plan covers substantially all full-time employees who are age twenty-one or older and have completed one year of service (participants). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor serves as the plan administrator and is responsible for the oversight of the Plan.

(b) Contributions

Participants may voluntarily make qualified retirement contributions on a pre-tax or after-tax ROTH basis to the Plan as provided for under Section 401(k) of the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan Sponsor does not make matching contributions. However, the Plan Sponsor may make discretionary profit sharing contributions. The Plan Sponsor contributed \$1,343,149 and \$1,184,626 for the years ended May 31, 2014 and 2013, respectively.

Participants direct the investment of their contributions into various investment options offered by the Plan. Participant contributions are permitted up to 75% of compensation subject to certain IRC limitations. Participants may change their contribution percentages any time during the year.

(c) Participant accounts

Each participant's account is credited or charged with the participant's and Plan Sponsor contributions, investment earnings (losses) and administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. 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 elective salary deferral plus actual earnings (losses) thereon. Vesting in the Plan Sponsor's contribution is based on years of continuous service. A participant is vested in the Plan Sponsor contributions at the rate of 20 percent per year of credited service, as defined, starting with the second year of service, and is fully vested after six years of credited service. In the event of disability, as defined in the Plan document, or death, a participant becomes fully vested in his or her account balance.

Notes to the Financial Statements

May 31, 2014 and 2013

(e) Investment options

Upon enrollment in the Plan, a participant may direct his or her contributions in any of investment options provided under a contract with MG Trust Company, LLC. Participants may change their investment options daily.

(f) Participant notes receivable

Each participant may borrow from his or her account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of his or her account balance. A participant may have no more than two loans outstanding at one time. The participant notes receivable are secured by the balances in the respective participants' accounts and bear interest at annual rates determined by the trustee. At May 31, 2014 and 2013, the effective annual interest rate ranged from 4.25% to 6.00%. Principal and interest are paid ratably through payroll deductions.

(g) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant receives a lump-sum payment equal to his or her entire account. For termination of service due to other reasons, a participant is entitled to receive only the vested interest in his or her account as a lump-sum distribution. Hardship withdrawals are permitted under certain instances, as defined in the Plan document.

(h) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. Such forfeitures reduce the Plan Sponsor's contributions to the Plan. For the years ended May 31, 2014 and 2013, forfeited nonvested accounts used to reduce Plan Sponsor contributions totaled \$25,410 and \$18,514, respectively.

(i) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor 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.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Notes to the Financial Statements

May 31, 2014 and 2013

(b) Investment valuation and income recognition

Investments are stated at fair value as reported by the custodian. See note 4 for discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. The net realized gains or losses from dispositions and the net unrealized gains or losses from changes in fair value of the Plan's investments are combined for presentation in the accompanying financial statements.

(c) Participant notes receivable

Participant notes receivable are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Recordkeeping fees are charged directly to the participants' accounts and transferred to the Plan's revenue account. Participant recordkeeping fees and fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, because they are paid through revenue sharing, rather than a direct payment from the Plan.

(g) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between May 31, 2014 and January 9, 2015, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(3) Summary of information certified by custodian

The following information was certified as complete and accurate by MG Trust Company, LLC, custodian, as of and for the years ended May 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value	\$ <u>29,037,675</u>	\$ <u>23,594,481</u>
Net change resulting from investment activity	\$ <u>3,730,630</u>	\$ <u>3,790,974</u>

(4) Fair value measurements

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at May 31, 2014 and 2013.

- (i) *Mutual funds*: Valued at the net asset value of shares held by the Plan at year end in an active market.

Notes to the Financial Statements

May 31, 2014 and 2013

- (ii) *Interest bearing deposit:* Valued at cost which approximates fair value. The interest bearing deposit is a demand account with no restrictions on withdrawals.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2014 and 2013:

Fair Value Measurements as of
May 31, 2014 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 3,364,119	\$ -	\$ -	\$ 3,364,119
Balanced funds	2,929,165	-	-	2,929,165
Growth funds	10,607,700	-	-	10,607,700
Fixed income funds	2,329,193	-	-	2,329,193
Blended funds	3,799,157	-	-	3,799,157
Money market funds	25,553	-	-	25,553
Value funds	<u>4,147,177</u>	<u>-</u>	<u>-</u>	<u>4,147,177</u>
Total mutual funds	<u>27,202,064</u>	<u>-</u>	<u>-</u>	<u>27,202,064</u>
Interest bearing deposit	<u>-</u>	<u>1,835,611</u>	<u>-</u>	<u>1,835,611</u>
Total	<u>\$ 27,202,064</u>	<u>\$ 1,835,611</u>	<u>\$ -</u>	<u>\$ 29,037,675</u>

Fair Value Measurements as of
May 31, 2013 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 2,329,204	\$ -	\$ -	\$ 2,329,204
Balanced funds	2,457,626	-	-	2,457,626
Growth funds	8,243,377	-	-	8,243,377
Fixed income funds	2,339,209	-	-	2,339,209
Value funds	<u>6,430,295</u>	<u>-</u>	<u>-</u>	<u>6,430,295</u>
Total mutual funds	<u>21,799,711</u>	<u>-</u>	<u>-</u>	<u>21,799,711</u>
Interest bearing deposit	<u>-</u>	<u>1,794,770</u>	<u>-</u>	<u>1,794,770</u>
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Notes to the Financial Statements

May 31, 2014 and 2013

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	<u>2014</u>	<u>2013</u>
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Vanguard 500 Index Fund	\$ <u>3,279,715</u>	\$ <u>2,293,202</u>
PRIMECAP Odyssey Growth Fund	\$ <u>5,834,500</u>	**

**Investment does not represent 5% or more of the Plan's net assets for the respective year.

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(6) Income tax status

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Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of May 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

(7) Related party transactions

Fees of \$13,201 in 2014 and \$7,923 in 2013 were paid by the Plan to MG Trust Company, LLC.

Notes to the Financial Statements

May 31, 2014 and 2013

(8) Risks and uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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 statements of net assets available for benefits.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

EIN 62-1199757, PLAN No. 001

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

May 31, 2014

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	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
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	American Funds	Washington Mutual Investors	**	3,799,157
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	PRIMECAP	Odyssey Growth	**	5,834,500
	Janus	Balanced Fund	**	2,929,165
	Janus	Perkins Small Cap Value J	**	3,008,936
	PIMCO	Total Return	**	1,913,273
	Vanguard	500 Index	**	3,279,715
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	Causeway	International Value Inv	**	1,138,241
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	Alliance Bernstein	Exchange Reserve - A	**	<u>25,553</u>
	Total			29,037,675
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				\$ <u>29,317,812</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by MG Trust Company, LLC, the custodian.

**LATTIMORE, BLACK, MORGAN &
CAIN, P.C. 401(K) PROFIT
SHARING PLAN**

Financial Statements and Supplemental Schedule

May 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing Plan (the Plan), which comprise the statement of net assets available for benefits as of May 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by MG Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended May 31, 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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 the financial statements referred to in the first paragraph.

Other Matter - Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of May 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Other Matter - 2013 Financial Statements

The financial statements of the Plan as of May 31, 2013, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by MG Trust Company, LLC, the custodian of the Plan. Their report, dated February 25, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2014 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.

Warren Averett, LLC

Birmingham, Alabama
January 9, 2015

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN**Statements of Net Assets Available for Benefits****May 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Assets:		
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value:		
Interest bearing deposit	1,835,611	1,794,770
Mutual funds	<u>27,202,064</u>	<u>21,799,711</u>
Total investments, at fair value	<u>29,037,675</u>	<u>23,594,481</u>
Receivables:		
Plan sponsor contributions	1,343,149	1,184,626
Participant contributions	268,532	359,185
Participant notes receivable	<u>280,137</u>	<u>293,050</u>
Total receivables	<u>1,891,818</u>	<u>1,836,861</u>
Net assets available for benefits	\$ <u>31,072,959</u>	\$ <u>25,432,992</u>

See accompanying notes to the financial statements.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN**Statements of Changes in Net Assets Available for Benefits****Years ended May 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Net change resulting from investment activity:		
Net appreciation in fair value of investments	\$ 3,038,146	\$ 3,251,673
Interest and dividend income	<u>692,484</u>	<u>539,301</u>
Net change resulting from investment activity	<u>3,730,630</u>	<u>3,790,974</u>
Interest on participant notes receivable	<u>11,796</u>	<u>11,214</u>
Contributions:		
Plan sponsor	1,343,149	1,184,626
Participants	1,419,397	1,249,281
Rollover	<u>27,280</u>	<u>71,577</u>
Total contributions	<u>2,789,826</u>	<u>2,505,484</u>
Total additions	<u>6,532,252</u>	<u>6,307,672</u>
Deductions from net assets attributed to:		
Benefits paid	819,275	1,385,741
Administrative expenses	<u>73,010</u>	<u>69,301</u>
Total deductions	<u>892,285</u>	<u>1,455,042</u>
Net increase	5,639,967	4,852,630
Net assets available for benefits at beginning of year	<u>25,432,992</u>	<u>20,580,362</u>
Net assets available for benefits at end of year	<u>\$ 31,072,959</u>	<u>\$ 25,432,992</u>

See accompanying notes to the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(1) Description of plan

The following description of the Lattimore, Black, Morgan & Cain, P.C. 401(k) Profit Sharing 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 defined contribution plan which was adopted to provide retirement benefits for eligible employees of Lattimore, Black, Morgan & Cain, P.C. (the Plan Sponsor). The Plan covers substantially all full-time employees who are age twenty-one or older and have completed one year of service (participants). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor serves as the plan administrator and is responsible for the oversight of the Plan.

(b) Contributions

Participants may voluntarily make qualified retirement contributions on a pre-tax or after-tax ROTH basis to the Plan as provided for under Section 401(k) of the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan Sponsor does not make matching contributions. However, the Plan Sponsor may make discretionary profit sharing contributions. The Plan Sponsor contributed \$1,343,149 and \$1,184,626 for the years ended May 31, 2014 and 2013, respectively.

Participants direct the investment of their contributions into various investment options offered by the Plan. Participant contributions are permitted up to 75% of compensation subject to certain IRC limitations. Participants may change their contribution percentages any time during the year.

(c) Participant accounts

Each participant's account is credited or charged with the participant's and Plan Sponsor contributions, investment earnings (losses) and administrative expenses. Allocations are based on participant compensation or account balances as defined in the plan agreement. 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 elective salary deferral plus actual earnings (losses) thereon. Vesting in the Plan Sponsor's contribution is based on years of continuous service. A participant is vested in the Plan Sponsor contributions at the rate of 20 percent per year of credited service, as defined, starting with the second year of service, and is fully vested after six years of credited service. In the event of disability, as defined in the Plan document, or death, a participant becomes fully vested in his or her account balance.

Notes to the Financial Statements

May 31, 2014 and 2013

(e) Investment options

Upon enrollment in the Plan, a participant may direct his or her contributions in any of investment options provided under a contract with MG Trust Company, LLC. Participants may change their investment options daily.

(f) Participant notes receivable

Each participant may borrow from his or her account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of his or her account balance. A participant may have no more than two loans outstanding at one time. The participant notes receivable are secured by the balances in the respective participants' accounts and bear interest at annual rates determined by the trustee. At May 31, 2014 and 2013, the effective annual interest rate ranged from 4.25% to 6.00%. Principal and interest are paid ratably through payroll deductions.

(g) Payment of benefits

On termination of service due to death, permanent disability, or retirement, a participant receives a lump-sum payment equal to his or her entire account. For termination of service due to other reasons, a participant is entitled to receive only the vested interest in his or her account as a lump-sum distribution. Hardship withdrawals are permitted under certain instances, as defined in the Plan document.

(h) Forfeited accounts

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. Such forfeitures reduce the Plan Sponsor's contributions to the Plan. For the years ended May 31, 2014 and 2013, forfeited nonvested accounts used to reduce Plan Sponsor contributions totaled \$25,410 and \$18,514, respectively.

(i) Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor 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.

(2) Summary of significant accounting policies

(a) Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Notes to the Financial Statements

May 31, 2014 and 2013

(b) Investment valuation and income recognition

Investments are stated at fair value as reported by the custodian. See note 4 for discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. The net realized gains or losses from dispositions and the net unrealized gains or losses from changes in fair value of the Plan's investments are combined for presentation in the accompanying financial statements.

(c) Participant notes receivable

Participant notes receivable are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the plan document.

(d) Payment of benefits

Benefits are recorded when paid.

(e) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(f) Administrative expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Recordkeeping fees are charged directly to the participants' accounts and transferred to the Plan's revenue account. Participant recordkeeping fees and fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, because they are paid through revenue sharing, rather than a direct payment from the Plan.

(g) Events occurring after reporting date

The Plan Sponsor has evaluated events and transactions that occurred between May 31, 2014 and January 9, 2015, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Notes to the Financial Statements

May 31, 2014 and 2013

(3) Summary of information certified by custodian

The following information was certified as complete and accurate by MG Trust Company, LLC, custodian, as of and for the years ended May 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Cash	\$ <u>143,466</u>	\$ <u>1,650</u>
Investments, at fair value	\$ <u>29,037,675</u>	\$ <u>23,594,481</u>
Net change resulting from investment activity	\$ <u>3,730,630</u>	\$ <u>3,790,974</u>

(4) Fair value measurements

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at May 31, 2014 and 2013.

- (i) *Mutual funds*: Valued at the net asset value of shares held by the Plan at year end in an active market.

Notes to the Financial Statements

May 31, 2014 and 2013

- (ii) *Interest bearing deposit:* Valued at cost which approximates fair value. The interest bearing deposit is a demand account with no restrictions on withdrawals.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2014 and 2013:

Fair Value Measurements as of
May 31, 2014 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 3,364,119	\$ -	\$ -	\$ 3,364,119
Balanced funds	2,929,165	-	-	2,929,165
Growth funds	10,607,700	-	-	10,607,700
Fixed income funds	2,329,193	-	-	2,329,193
Blended funds	3,799,157	-	-	3,799,157
Money market funds	25,553	-	-	25,553
Value funds	<u>4,147,177</u>	<u>-</u>	<u>-</u>	<u>4,147,177</u>
Total mutual funds	<u>27,202,064</u>	<u>-</u>	<u>-</u>	<u>27,202,064</u>
Interest bearing deposit	<u>-</u>	<u>1,835,611</u>	<u>-</u>	<u>1,835,611</u>
Total	<u>\$ 27,202,064</u>	<u>\$ 1,835,611</u>	<u>\$ -</u>	<u>\$ 29,037,675</u>

Fair Value Measurements as of
May 31, 2013 using the following inputs

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 2,329,204	\$ -	\$ -	\$ 2,329,204
Balanced funds	2,457,626	-	-	2,457,626
Growth funds	8,243,377	-	-	8,243,377
Fixed income funds	2,339,209	-	-	2,339,209
Value funds	<u>6,430,295</u>	<u>-</u>	<u>-</u>	<u>6,430,295</u>
Total mutual funds	<u>21,799,711</u>	<u>-</u>	<u>-</u>	<u>21,799,711</u>
Interest bearing deposit	<u>-</u>	<u>1,794,770</u>	<u>-</u>	<u>1,794,770</u>
Total	<u>\$ 21,799,711</u>	<u>\$ 1,794,770</u>	<u>\$ -</u>	<u>\$ 23,594,481</u>

Notes to the Financial Statements

May 31, 2014 and 2013

(5) Investments and investment income

The fair value of investments that represent 5% or more of the Plan's net assets as of May 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
American Funds Growth Fund of America	**	\$ <u>4,646,758</u>
American Funds Europacific Fund of America	\$ <u>4,162,638</u>	\$ <u>3,319,438</u>
American Funds Washington Mutual Investors	\$ <u>3,799,157</u>	\$ <u>2,988,618</u>
Perkins Small Cap Value J Fund	\$ <u>3,008,936</u>	\$ <u>2,598,568</u>
Janus Balanced Fund	\$ <u>2,929,165</u>	\$ <u>2,457,626</u>
PIMCO Total Return Fund	\$ <u>1,913,273</u>	\$ <u>1,942,514</u>
Master Demand Account	\$ <u>1,835,611</u>	\$ <u>1,794,770</u>
Vanguard 500 Index Fund	\$ <u>3,279,715</u>	\$ <u>2,293,202</u>
PRIMECAP Odyssey Growth Fund	\$ <u>5,834,500</u>	**

**Investment does not represent 5% or more of the Plan's net assets for the respective year.

All net appreciation in fair value of investments is attributable to mutual funds.

(6) Income tax status

The Plan obtained a favorable determination letter on June 14, 2006, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of May 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

(7) Related party transactions

Fees of \$13,201 in 2014 and \$7,923 in 2013 were paid by the Plan to MG Trust Company, LLC.

Notes to the Financial Statements

May 31, 2014 and 2013

(8) Risks and uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is 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 statements of net assets available for benefits.

LATTIMORE, BLACK, MORGAN & CAIN, P.C. 401(K) PROFIT SHARING PLAN

EIN 62-1199757, PLAN No. 001

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

May 31, 2014

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	<u>Cost</u>	<u>Current value</u>
	American Funds	Europacific Fund of America	**	\$ 4,162,638
	American Funds	Washington Mutual Investors	**	3,799,157
	PRIMECAP	Odyssey Aggressive Growth	**	610,561
	PRIMECAP	Odyssey Growth	**	5,834,500
	Janus	Balanced Fund	**	2,929,165
	Janus	Perkins Small Cap Value J	**	3,008,936
	PIMCO	Total Return	**	1,913,273
	Vanguard	500 Index	**	3,279,715
	Vanguard	Short-Term Treasury	**	415,921
	Causeway	International Value Inv	**	1,138,241
	Powershares	Commodity Index Tracking	**	84,404
	Bancorp	Master Demand Account	**	1,835,611
	Alliance Bernstein	Exchange Reserve - A	**	<u>25,553</u>
	Total			29,037,675
*	Participant notes receivable	4.25% - 6.00%	-	<u>280,137</u>
				<u>\$ 29,317,812</u>

* Represents a party-in-interest.

** Not required for participant directed plans.

The above data is based upon information which has been certified as complete and accurate by MG Trust Company, LLC, the custodian.