

|   |   |  |
|---|---|--|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div><br><br><b>This Form is Open to Public Inspection</b> |
|---|---|--|

|  |   |
|--|---|
| <b>Part I</b>  | <b>Annual Report Identification Information</b>   |
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |   |
| <b>A</b> This return/report is for:  | <input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) _____ |
| <b>B</b> This return/report is:  | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).   |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>  |
| <b>D</b> Check box if filing under:  | <input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)  |

|   |  |   |            |  |  |   |  |  |  |
|---|--|---|------------|--|--|---|--|--|--|
| <b>Part II</b>  | <b>Basic Plan Information</b> —enter all requested information   |   |            |  |  |   |  |  |  |
| <b>1a</b> Name of plan<br><u>PAY PLUS BENEFITS, INC. RETIREMENT PLAN</u>  | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1997</u></td> </tr> </table>  | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>333</u> | <b>1c</b> Effective date of plan<br><u>01/01/1997</u>            |  |   |  |  |  |
| <b>1b</b> Three-digit plan number (PN) ▶  | <u>333</u>   |   |            |  |  |   |  |  |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1997</u>   |  |   |            |  |  |   |  |  |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><u>PAY PLUS BENEFITS INC</u><br><br><u>DIANA MINARD</u><br><br><u>1110 N CENTER PARKWAY, STE B</u><br><u>KENNEWICK, WA 99336</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>2b</b> Employer Identification Number (EIN)<br/><u>91-1498297</u></td> <td style="width: 20%;"></td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/><u>509-735-1143</u></td> <td></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>561300</u></td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>91-1498297</u> |            | <b>2c</b> Plan Sponsor's telephone number<br><u>509-735-1143</u> |  | <b>2d</b> Business code (see instructions)<br><u>561300</u> |  |  |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>91-1498297</u>   |  |   |            |  |  |   |  |  |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>509-735-1143</u>  |  |   |            |  |  |   |  |  |  |
| <b>2d</b> Business code (see instructions)<br><u>561300</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.

|  |   |            |  |
|--|---|------------|--|
| <b>SIGN HERE</b>   | Filed with authorized/valid electronic signature. | 07/24/2015 | DIANA MINARD   |
|  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>   |   |            |  |
|  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>   |   |            |  |
|  | 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)                       |

|  |   |
|--|---|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor<br><br>PAY PLUS BENEFITS INC<br>DIANA MINARD<br>1110 N CENTER PARKWAY, STE B<br>KENNEWICK, WA 99336  | <b>3b</b> Administrator's EIN<br>91-1498297<br><br><b>3c</b> Administrator's telephone number<br>509-735-1143   |
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name  | <b>4b</b> EIN<br><br><b>4c</b> PN   |
| <b>5</b> Total number of participants at the beginning of the plan year  | <b>5</b> 155  |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).   |   |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....  | <b>6a(1)</b> 113  |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....  | <b>6a(2)</b> 91   |
| <b>b</b> Retired or separated participants receiving benefits .....  | <b>6b</b> 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....  | <b>6c</b> 51  |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . .....  | <b>6d</b> 142   |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....   | <b>6e</b> 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . .....  | <b>6f</b> 142   |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....  | <b>6g</b> 142   |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....   | <b>6h</b> 0   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....  | <b>7</b>  |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2T  |   |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:  |   |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor   | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor  |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)  |   |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input checked="" type="checkbox"/> <u>1</u> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

**Part III****Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|  |   |   |
|--|---|---|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><hr/> <small>Department of Labor<br/>Employee Benefits Security Administration</small><br><hr/> <small>Pension Benefit Guaranty Corporation</small> | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b><br><br>► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><hr/> <b>2014</b><br><br><hr/> <b>This Form is Open to Public Inspection</b> |
|--|---|---|

For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

|   |  |            |
|---|--|------------|
| <b>A</b> Name of plan<br><b>PAY PLUS BENEFITS, INC. RETIREMENT PLAN</b>                       | <b>B</b> Three-digit plan number (PN) ►                            | <b>333</b> |
|   |  |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>PAY PLUS BENEFITS INC</b> | <b>D</b> Employer Identification Number (EIN)<br><b>91-1498297</b> |            |

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

**1** Coverage Information:

**(a)** Name of insurance carrier

**PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY**

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|---|-------------------------|------------|
|            |               |                                       |   | (f) From                | (g) To     |
| 06-1050034 | 93629         | 040686                                | 142   | 01/01/2014              | 12/31/2014 |

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

|   |                                      |
|---|--------------------------------------|
| <b>(a)</b> Total amount of commissions paid | <b>(b)</b> Total amount of fees paid |
|   |                                      |

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

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

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

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

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|--|---------------------------------|--------------------|------------------------------|
|  | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|  |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|--|---------------------------------|--------------------|------------------------------|
|  | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|  |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|--|---------------------------------|--------------------|------------------------------|
|  | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|  |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|--|---------------------------------|--------------------|------------------------------|
|  | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|  |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|--|---------------------------------|--------------------|------------------------------|
|  | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|  |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

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

|   |          |        |
|---|----------|--------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end..... | <b>4</b> | 626355 |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....  | <b>5</b> | 0      |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|  |           |  |
|--|-----------|--|
| <b>b</b> Premiums paid to carrier.....   | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year.....   | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY**

|   |           |        |
|---|-----------|--------|
| <b>b</b> Balance at the end of the previous year..... | <b>7b</b> | 610074 |
|---|-----------|--------|

|  |              |        |  |
|--|--------------|--------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year..... | <b>7c(1)</b> | 109701 |  |
| (2) Dividends and credits .....                                      | <b>7c(2)</b> | 0      |  |
| (3) Interest credited during the year .....                          | <b>7c(3)</b> | 9655   |  |
| (4) Transferred from separate account.....                           | <b>7c(4)</b> | 0      |  |
| (5) Other (specify below) .....                                      | <b>7c(5)</b> | 120249 |  |
| ▶ <b>MISCELLANEOUS/TRANSFERS IN</b>                                  |              |        |  |

(6) Total additions..... **7c(6)** 239605

|   |           |        |
|---|-----------|--------|
| <b>d</b> Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) ..... | <b>7d</b> | 849679 |
|---|-----------|--------|

**e** Deductions:

|   |              |        |  |
|---|--------------|--------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year | <b>7e(1)</b> | 116833 |  |
| (2) Administration charge made by carrier .....                           | <b>7e(2)</b> | 0      |  |
| (3) Transferred to separate account.....                                  | <b>7e(3)</b> | 0      |  |
| (4) Other (specify below) .....   | <b>7e(4)</b> | 106491 |  |
| ▶ <b>MISCELLANEOUS/TRANSFERS OUT</b>                                      |              |        |  |

(5) Total deductions..... **7e(5)** 223324

|   |           |        |
|---|-----------|--------|
| <b>f</b> Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ) ..... | <b>7f</b> | 626355 |
|---|-----------|--------|

**Part III Welfare Benefit Contract Information**

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

**8** Benefit and contract type (check all applicable boxes)

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

**9** Experience-rated contracts:

|   |                 |                 |   |
|---|-----------------|-----------------|---|
| <b>a</b> Premiums: (1) Amount received.....   | <b>9a(1)</b>    |                 |   |
| (2) Increase (decrease) in amount due but unpaid.....   | <b>9a(2)</b>    |                 |   |
| (3) Increase (decrease) in unearned premium reserve .....   | <b>9a(3)</b>    |                 |   |
| (4) Earned ((1) + (2) - (3)).....   |                 | <b>9a(4)</b>    | 0 |
| <b>b</b> Benefit charges (1) Claims paid.....   | <b>9b(1)</b>    |                 |   |
| (2) Increase (decrease) in claim reserves.....  | <b>9b(2)</b>    |                 |   |
| (3) Incurred claims (add (1) and (2)) .....   |                 | <b>9b(3)</b>    | 0 |
| (4) Claims charged .....  |                 | <b>9b(4)</b>    |   |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --   |                 |                 |   |
| (A) Commissions .....   | <b>9c(1)(A)</b> |                 |   |
| (B) Administrative service or other fees.....   | <b>9c(1)(B)</b> |                 |   |
| (C) Other specific acquisition costs .....  | <b>9c(1)(C)</b> |                 |   |
| (D) Other expenses.....   | <b>9c(1)(D)</b> |                 |   |
| (E) Taxes .....   | <b>9c(1)(E)</b> |                 |   |
| (F) Charges for risks or other contingencies.....   | <b>9c(1)(F)</b> |                 |   |
| (G) Other retention charges .....   | <b>9c(1)(G)</b> |                 |   |
| (H) Total retention .....   |                 | <b>9c(1)(H)</b> | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |   |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement .....                               |                 | <b>9d(1)</b>    |   |
| (2) Claim reserves .....  |                 | <b>9d(2)</b>    |   |
| (3) Other reserves.....   |                 | <b>9d(3)</b>    |   |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).) .....  |                 | <b>9e</b>       |   |

**10** Nonexperience-rated contracts:

|  |            |  |
|--|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier .....  | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount..... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

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

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

|   |  |  |
|---|--|--|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|   |  | <b>2014</b>                                    |
|   |  | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|   |  |
|---|--|
| <b>A</b> Name of plan<br><u>PAY PLUS BENEFITS, INC. RETIREMENT PLAN</u>                       | <b>B</b> Three-digit plan number (PN) <u>333</u>                   |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PAY PLUS BENEFITS INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>91-1498297</u> |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

06-1050034

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

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

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



---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

---

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

---

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

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

PRUDENTIAL RIAC

06-1050034

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 10 15 21               | RECORD KEEPER CUSTODIAN   | 25885  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>  | 0   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

SECURITIES AMERICA, INC.

11-2551174

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 28                     | INVESTMENT MGR/FIDUCIARY  | 18154  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

THE CICOTTE LAW FIRM, PLLC

77-0592543

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 15 16 29               | CONSULTANT/LEGAL  | 18128  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

OSWALT TEEL AND FRANKLIN

91-1312617

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 10                     | CPA AUDITOR   | 9750   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

**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<br>(see instructions)  | (c) Enter amount of indirect compensation |
|---|--|---|
|   |  |   |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |   |
|   |  |   |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)  | (c) Enter amount of indirect compensation |
|   |  |   |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |   |
|   |  |   |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)  | (c) Enter amount of indirect compensation |
|   |  |   |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |   |
|   |  |   |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|  |  |  |
|--|--|--|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection</b> |
|--|--|--|

|  |  |            |
|--|--|------------|
| For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u> |  |            |
| <b>A</b> Name of plan<br><u>PAY PLUS BENEFITS, INC. RETIREMENT PLAN</u>                                  | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>333</u> |
|  |  |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PAY PLUS BENEFITS INC</u>            | <b>D</b> Employer Identification Number (EIN)<br><u>91-1498297</u>         |            |

| Part I  | Asset and Liability Statement |                              |                        |
|---|-------------------------------|------------------------------|------------------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                               |                              |                        |
| <b>Assets</b>   |                               | <b>(a) Beginning of Year</b> | <b>(b) End of Year</b> |
| <b>a</b> Total noninterest-bearing cash .....   | <b>1a</b>                     |                              |                        |
| <b>b</b> Receivables (less allowance for doubtful accounts):  |                               |                              |                        |
| <b>(1)</b> Employer contributions.....  | <b>1b(1)</b>                  | 2583                         | 0                      |
| <b>(2)</b> Participant contributions.....   | <b>1b(2)</b>                  | 3641                         | 0                      |
| <b>(3)</b> Other.....   | <b>1b(3)</b>                  |                              |                        |
| <b>c</b> General investments:   |                               |                              |                        |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....   | <b>1c(1)</b>                  |                              |                        |
| <b>(2)</b> U.S. Government securities .....   | <b>1c(2)</b>                  |                              |                        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):   |                               |                              |                        |
| <b>(A)</b> Preferred .....  | <b>1c(3)(A)</b>               |                              |                        |
| <b>(B)</b> All other.....   | <b>1c(3)(B)</b>               |                              |                        |
| <b>(4)</b> Corporate stocks (other than employer securities):   |                               |                              |                        |
| <b>(A)</b> Preferred .....  | <b>1c(4)(A)</b>               |                              |                        |
| <b>(B)</b> Common.....  | <b>1c(4)(B)</b>               |                              |                        |
| <b>(5)</b> Partnership/joint venture interests .....  | <b>1c(5)</b>                  |                              |                        |
| <b>(6)</b> Real estate (other than employer real property).....   | <b>1c(6)</b>                  |                              |                        |
| <b>(7)</b> Loans (other than to participants) .....   | <b>1c(7)</b>                  |                              |                        |
| <b>(8)</b> Participant loans.....   | <b>1c(8)</b>                  |                              |                        |
| <b>(9)</b> Value of interest in common/collective trusts .....  | <b>1c(9)</b>                  |                              |                        |
| <b>(10)</b> Value of interest in pooled separate accounts .....   | <b>1c(10)</b>                 |                              |                        |
| <b>(11)</b> Value of interest in master trust investment accounts .....   | <b>1c(11)</b>                 |                              |                        |
| <b>(12)</b> Value of interest in 103-12 investment entities.....  | <b>1c(12)</b>                 |                              |                        |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....  | <b>1c(13)</b>                 | 6483268                      | 6948717                |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....   | <b>1c(14)</b>                 | 610074                       | 626355                 |
| <b>(15)</b> Other.....  | <b>1c(15)</b>                 |                              |                        |

**1d** Employer-related investments:

|  |              | (a) Beginning of Year | (b) End of Year |
|--|--------------|-----------------------|-----------------|
| (1) Employer securities .....  | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 7099566               | 7575072         |

**Liabilities**

|   |           |   |   |
|---|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....   | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....  | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|   |           |         |         |
|---|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 7099566 | 7575072 |
|---|-----------|---------|---------|

**Part II Income and Expense Statement**

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

**Income****a Contributions:**

|  |                 | (a) Amount | (b) Total |
|--|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....  | <b>2a(1)(A)</b> | 273556     |           |
| <b>(B)</b> Participants .....  | <b>2a(1)(B)</b> | 681100     |           |
| <b>(C)</b> Others (including rollovers) .....  | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....  | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 954656    |

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

|  |                 |      |      |
|--|-----------------|------|------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |      |      |
| <b>(B)</b> U.S. Government securities .....  | <b>2b(1)(B)</b> |      |      |
| <b>(C)</b> Corporate debt instruments .....  | <b>2b(1)(C)</b> |      |      |
| <b>(D)</b> Loans (other than to participants) .....  | <b>2b(1)(D)</b> |      |      |
| <b>(E)</b> Participant loans .....   | <b>2b(1)(E)</b> |      |      |
| <b>(F)</b> Other .....   | <b>2b(1)(F)</b> | 9655 |      |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |      | 9655 |

|   |                 |       |       |
|---|-----------------|-------|-------|
| (2) Dividends: <b>(A)</b> Preferred stock .....   | <b>2b(2)(A)</b> |       |       |
| <b>(B)</b> Common stock .....   | <b>2b(2)(B)</b> |       |       |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 78586 |       |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |       | 78586 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|   |                 |  |   |
|---|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|   |                 |  |   |
|---|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                    | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....  | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 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) |            | 34759     |
| c Other income.....  | 2c     |            | 353011    |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 1430667   |

**Expenses**

|   |       |        |        |
|---|-------|--------|--------|
| e Benefit payment and payments to provide benefits:                                 |       |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 883244 |        |
| (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) |        | 883244 |
| f Corrective distributions (see instructions).....                                  | 2f    |        |        |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |        |        |
| h Interest expense.....   | 2h    |        |        |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) | 27878  |        |
| (2) Contract administrator fees.....  | 2i(2) | 25885  |        |
| (3) Investment advisory and management fees.....                                    | 2i(3) | 18154  |        |
| (4) Other.....  | 2i(4) |        |        |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |        | 71917  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |        | 955161 |

**Net Income and Reconciliation**

|   |       |  |        |
|---|-------|--|--------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 475506 |
| 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: OSWALT TEEL AND FRANKLIN

(2) EIN: 91-1312617

**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 |
|---|-----|----|--------|
| <b>c</b> 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  |        |
| <b>d</b> 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  |        |
| <b>e</b> Was this plan covered by a fidelity bond? .....  | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....   |     | X  |        |
| <b>g</b> 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  |        |
| <b>h</b> 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  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....  | X   |    |        |
| <b>j</b> 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  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....   |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....  |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....  |     | X  |        |
| <b>n</b> 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. ....                                      |     |    |        |

**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)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|   |  |  |
|---|--|--|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2014</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---|--|--|

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

|   |  |
|---|--|
| <b>A</b> Name of plan<br><u>PAY PLUS BENEFITS, INC. RETIREMENT PLAN</u>                       | <b>B</b> Three-digit plan number (PN) ▶<br><u>333</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PAY PLUS BENEFITS INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>91-1498297</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|  |          |          |
|--|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....  | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>22-1211670</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>  |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....  | <b>3</b> |          |

|                |  |
|----------------|--|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|--|

|   |                              |                             |                              |
|---|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....  | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>   |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....  | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....  | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....  | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>  |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....  | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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? .....   | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|  |                                   |                                   |                               |                             |
|--|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |   |
|----------------|---|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---|

|  |                              |                             |
|--|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....   | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|  |            |  |
|--|------------|--|
| <b>a</b> The current year .....  | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|   |            |  |
|---|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|  |            |  |
|--|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....   | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**FINANCIAL STATEMENTS**  
**December 31, 2014**

## **CONTENTS**

### **INDEPENDENT AUDITORS' REPORT**

### **FINANCIAL STATEMENTS**

Statements of Net Assets Available for Benefits

Statement of Changes in Net Assets Available for Benefits

### **NOTES TO FINANCIAL STATEMENTS**

### **SUPPLEMENTARY INFORMATION**

Schedule of Assets Held (at End of Year)

Schedule H - Line 4i

**OSWALT, TEEL & FRANKLIN**

CERTIFIED PUBLIC ACCOUNTANTS

4304 W. 24<sup>th</sup> Avenue, Suite 250 Kennewick, WA 99336 p: 509 735 7388 f: 509 783 2163

**INDEPENDENT AUDITORS' REPORT**

July 21, 2015

Pay Plus Benefits, Inc. Retirement Plan  
Plan Administrator and Participants:

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Pay Plus Benefits, Inc. Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

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

***Auditors' Responsibility***

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

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B., the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustees is complete and accurate.

***Disclaimer of Opinion***

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

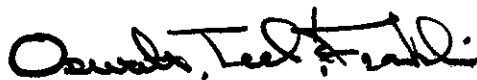


### ***Other Matter***

The supplemental schedules listed in the table of contents as of or for the year ended December 31, 2014 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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



OSWALT, TEEL & FRANKLIN  
Certified Public Accountant

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2014 and 2013**

---

|  | <u>2014</u>                | <u>2013</u>                |
|--|----------------------------|----------------------------|
| <b>ASSETS</b>  |                            |                            |
| INVESTMENTS, AT FAIR VALUE   | \$ 7,575,072               | \$ 7,093,342               |
| RECEIVABLES  |                            |                            |
| Employee Deferral  | -                          | 3,641                      |
| Employer Contribution  | <u>-</u>                   | <u>2,583</u>               |
| Total Receivables  | <u>-</u>                   | <u>6,224</u>               |
| Total Assets   | 7,575,072                  | 7,099,566                  |
| <b>LIABILITIES</b>   |                            |                            |
| Accounts Payable   | <u>-</u>                   | <u>-</u>                   |
| <b>NET ASSETS REFLECTING INVESTMENTS</b>   | 7,575,072                  | 7,099,566                  |
| Adjustment from fair value to contract value for<br>fully benefit-responsive income fund contracts | <u>-</u>                   | <u>-</u>                   |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>   | <u><u>\$ 7,575,072</u></u> | <u><u>\$ 7,099,566</u></u> |

The Independent Auditors' Report and accompanying  
notes are an integral part of these statements.

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**For The Plan Year Ended December 31, 2014**

---

|   | <u>2014</u>                |
|---|----------------------------|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO:                |                            |
| Investment Income:                                    |                            |
| Net appreciation in fair value of investments         | \$ 34,759                  |
| Capital gains   | 353,011                    |
| Dividends   | 78,586                     |
| Interest  | <u>9,655</u>               |
|   | <u>476,011</u>             |
| Contributions:  |                            |
| Participant   | 681,100                    |
| Employer  | <u>273,556</u>             |
|   | <u>954,656</u>             |
| Total Additions                                       | <u>1,430,667</u>           |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:             |                            |
| Benefits paid to participants                         | 883,244                    |
| Administrative expenses                               | <u>71,917</u>              |
| Total Deductions                                      | <u>955,161</u>             |
| Increase In Net Assets Available For Benefits         | 475,506                    |
| NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year | <u>7,099,566</u>           |
| NET ASSETS AVAILABLE FOR BENEFITS - End of Year       | <u><u>\$ 7,575,072</u></u> |

**The Independent Auditors' Report and accompanying  
notes are an integral part of this statements.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**1. DESCRIPTION OF THE PLAN**

The following description of the Pay Plus Benefits, Inc. (the Company) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan allows co-employers of the Company (including the Company) to elect coverage for their employees. The Plan is a defined contribution plan covering all employees, of the co-employers who elect to participate in the plan, who meet minimum eligibility requirements as defined in the plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions -**

Each year, participants are permitted to contribute a percentage of their annual compensation, as defined in the Plan document, to the Plan on a tax-deferred basis. For 2014, the annual dollar limit was \$17,500 plus an additional \$5,500 catch up contribution for participants at least 50 years of age. Transfers into the plan from other qualified plans are allowed under the provisions of the Plan. Participants direct the investment of their contributions into various investment options offered by the plan. The plan currently offers 19 investment options with varying degrees of risk. Each co-employer that has elected employer matching and/or basic contributions contributes the elected amount each payroll period. Each co-employer that has elected discretionary profit-sharing contributions contributes the amount elected annually. The co-employers may make contributions on an annual basis in order to retain their qualified plan status. Contributions are subject to certain limitations.

**Participant Accounts -**

Each participant's account is credited with the participant's contribution, and, if elected by the co-employer, the co-employer's matching contribution, base contribution, and discretionary profit-sharing contribution. Plan earnings and administrative expenses are allocated proportionately among all participants based on their investment in each fund.

**Vesting -**

Participants are fully vested at all times.

**Payment of Benefits -**

Upon termination, an employee with an account balance greater than \$5,000 can defer action or elect to take their vested accrued benefit either as a lump sum payment or as a rollover into another qualified plan. An account balance under \$5,000 is required to be taken as a distribution or rollover. If the account balance is under \$1,000, the funds may be distributed directly to the participant without written instruction. In addition, payment of benefits are available to individuals who have attained normal retirement age.

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting -**

The plan's financial statements are prepared on the accrual basis of accounting.

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

**Use of Estimates -**

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

**Investment Valuation and Income Recognition -**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

**Payment of Benefits -**

Benefits are recorded when paid.

**Administrative Expenses -**

Administrative expenses are paid by the Plan, as provided by the Plan document.

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

**Reclassification -**

Certain reclassifications have been made to the prior year financial statements in order for them to be in conformity with the current year presentation.

**Subsequent Events -**

Subsequent events are events or transactions that occur after the date of the statements of net assets available for benefits, but before the financial statements are issued. The plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the financial statements, including estimates inherent in the process of preparing the financial statements. The plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the financial statements, but arose after the date of the financial statements and before the statements were issued.

The plan has evaluated subsequent events through the date of the independent auditors' report, the date on which the financial statements were available to be issued.

**3. INVESTMENTS**

The following presents investments at December 31, 2014 and 2013 that represent 5% or more of the plan's net assets.

**December 31, 2014**

|                              |            |
|------------------------------|------------|
| T. Rowe Price Balanced Fund  | \$ 988,450 |
| Prudential Stock Index A     | 978,532    |
| Mainstay Large Cap Growth    | 797,430    |
| JP Morgan Small Cap Value A  | 777,071    |
| Guaranteed Income Fund       | 626,355    |
| John Hancock Disciplined     | 552,072    |
| PIMCO Total Ret Bond Admin   | 448,829    |
| Harbor Small Cap Growth Fund | 448,463    |

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**3. INVESTMENTS - Continued**

**December 31, 2013**

|                              |              |
|------------------------------|--------------|
| T. Rowe Price Balanced Fund  | \$ 1,122,733 |
| Prudential Stock Index A     | 869,633      |
| JP Morgan Small Cap Value A  | 708,737      |
| Guaranteed Income Fund       | 610,074      |
| Mainstay Large Cap Growth    | 609,613      |
| PIMCO Total Ret Bond Admin   | 535,935      |
| John Hancock Disciplined     | 387,471      |
| Harbor Small Cap Growth Fund | 364,151      |

During 2014, the plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$34,759 as follows:

|                        |                  |
|------------------------|------------------|
| Mutual Funds           | \$ 34,759        |
| Guaranteed Income Fund | -                |
|                        | <u>\$ 34,759</u> |

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the trustee as complete and accurate, except for comparing such information certified by the trustee to the information in the Plan's financial statements and supplemental schedules.

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustees.

|   |              |
|---|--------------|
|   | <u>2014</u>  |
| Investments, at fair value                    | \$ 7,575,072 |
| Capital gains                                 | 353,011      |
| Dividends                                     | 78,586       |
| Net appreciation in fair value of investments | 34,759       |
| Interest                                      | 9,655        |

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**4. FAIR VALUE MEASUREMENT**

The framework for measuring fair value 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 asset or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

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

|         |   |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.   |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none"><li>• quoted prices for similar assets or liabilities in active markets;</li><li>• quoted prices for identical or similar assets or liabilities in inactive markets;</li><li>• inputs other than quoted prices that are observable for the asset or liability;</li><li>• inputs that are derived principally from or corroborated by observable market data by correlation or other means.</li></ul> <p>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.</p> |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement.   |

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

**See Independent Auditors' Report.**



**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

**4. FAIR VALUE MEASUREMENT - Continued**

Guaranteed Income Fund: Valued at fair value which is equal to the contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. In determining the reasonableness of the methodology, Plan management evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration and payout date) while others are substantiated utilizing available market data (for example, interest rate).

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2014 and 2013:

| <i>Assets at Fair Value as of December 31, 2014</i> |                     |                |                   |                     |
|---|---------------------|----------------|-------------------|---------------------|
|   | <i>Level 1</i>      | <i>Level 2</i> | <i>Level 3</i>    | <i>Total</i>        |
| Mutual Funds  | \$ 6,948,717        | \$ -           | \$ -              | \$ 6,948,717        |
| Guaranteed Income Fund                              | -                   | -              | 626,355           | 626,355             |
| Total Assets at Fair Value                          | <u>\$ 6,948,717</u> | <u>\$ -</u>    | <u>\$ 626,355</u> | <u>\$ 7,575,072</u> |

| <i>Assets at Fair Value as of December 31, 2013</i> |                     |                |                   |                     |
|---|---------------------|----------------|-------------------|---------------------|
|   | <i>Level 1</i>      | <i>Level 2</i> | <i>Level 3</i>    | <i>Total</i>        |
| Mutual Funds  | \$ 6,483,268        | \$ -           | \$ -              | \$ 6,483,268        |
| Guaranteed Income Fund                              | -                   | -              | 610,074           | 610,074             |
| Total Assets at Fair Value                          | <u>\$ 6,483,268</u> | <u>\$ -</u>    | <u>\$ 610,074</u> | <u>\$ 7,093,342</u> |

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2014.

| <i>Level 3 Assets - Year Ended December 31, 2014</i> |                               |
|--|-------------------------------|
|  | <i>Guaranteed Income Fund</i> |
| Balance, beginning of year                           | \$ 610,074                    |
| Contributions  | 109,701                       |
| Distributions  | (116,833)                     |
| Interest   | 9,655                         |
| Transfers and miscellaneous in/out                   | 13,758                        |
| Balance, end of year                                 | <u>\$ 626,355</u>             |

The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date

\$ -

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**4. FAIR VALUE MEASUREMENT - Continued**

Unrealized gains/(losses) from the guaranteed income fund are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the net assets available for benefits.

**Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements**

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

**Guaranteed Income Fund:**

| <u>Principal Valuation<br/>Technique</u> | <u>Fair Value</u> | <u>Unobservable<br/>Inputs</u>              | <u>Range of Significant Input Values</u>   |
|--|-------------------|---|--|
| Contract Value                           | \$ 626,355        | Earnings at<br>Guaranteed<br>Crediting Rate | Gross Guaranteed Crediting Rate<br>must be greater than or equal to<br>the contractual minimum<br>crediting rate |

**5. GUARANTEED INCOME FUND**

In 2011, the plan entered into a benefit-responsive guaranteed income fund with Prudential Retirement Insurance and Annuity Company. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed income fund is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

Because the guaranteed income fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed income fund. The guaranteed income fund is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**5. GUARANTEED INCOME FUND - Continued**

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value, and contract value, of the income fund at December 31, 2014 and 2013, was \$626,355 and \$610,074, respectively. The crediting interest rate is established without the use of a specific formula, but it may not be less than 1.5%. Such interest rates are reviewed on a semi-annual basis for resetting.

Generally, there are not any events that could limit the ability of the plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time.

There are not any events that allow Prudential to terminate the contract and which require the plan sponsor to settle at an amount different than the contract value paid either within 90 days or over time.

| Average yields:                                 | <u>2014</u> | <u>2013</u> |
|---|-------------|-------------|
| Based on actual earnings                        | 1.60%       | 1.80%       |
| Based on interest rate credited to participants | 1.60%       | 1.80%       |

**6. RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds and guaranteed income funds managed by Prudential. Prudential is the trustee, as defined by the Plan and, therefore these transactions qualify as party-in-interest transactions.

**7. PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the plan to discontinue its contributions at any time and to terminate the plan subject to the provisions of ERISA.

**8. TAX STATUS**

The Plan has obtained its determination letter dated August 21, 2013 in which the Internal Revenue Service stated that the plan and related trust, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

**See Independent Auditors' Report.**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2014**

---

**8. TAX STATUS - Continued**

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 tax position that more likely than not would not be sustained upon examination by the taxing authorities. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2014, 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 it is no longer subject to income tax examinations for years outside of the statute of limitations for each taxing authority.

**9. RISKS AND UNCERTAINTIES**

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

## **SUPPLEMENTARY INFORMATION**

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN SUPPLEMENTAL INFORMATION**  
**SCHEDULE H LINE 4i - SCHEDULE OF ASSETS HELD (AT END OF YEAR)**

**EMPLOYER IDENTIFICATION NUMBER: 91-1498297**

**PLAN NUMBER: 333**

**December 31, 2014**

| (a) | (b) Identity of issue                | (c) Description        | (d) Cost            | (e) Current Value   |
|-----|--------------------------------------|------------------------|---------------------|---------------------|
|     | Allianz NFJ International Value      | Mutual Fund            | \$ 52,545           | \$ 49,254           |
|     | Europacific Growth R3                | Mutual Fund            | 330,928             | 355,678             |
| *   | Guaranteed Income Fund               | Guaranteed Income Fund | 626,355             | 626,355             |
|     | Harbor Small Cap Growth Fund         | Mutual Fund            | 444,163             | 448,463             |
|     | John Hancock Disciplined             | Mutual Fund            | 461,910             | 552,072             |
|     | JP Morgan High Yield Bond A          | Mutual Fund            | 78,133              | 73,673              |
|     | JP Morgan Small Cap Value A          | Mutual Fund            | 750,845             | 777,071             |
|     | Loomis Sayles Strategies Income Fund | Mutual Fund            | 233,126             | 242,138             |
|     | Mainstay Large Cap Growth            | Mutual Fund            | 679,859             | 797,430             |
|     | MFS International GR R3              | Mutual Fund            | 113,498             | 115,931             |
|     | PIMCO Total Ret Bond Admin           | Mutual Fund            | 464,306             | 448,829             |
|     | Principal Midcap S&P 400             | Mutual Fund            | 203,624             | 225,170             |
| *   | Prudential Stock Index A             | Mutual Fund            | 772,065             | 978,532             |
|     | T. Rowe Price Balanced Fund          | Mutual Fund            | 871,269             | 988,450             |
|     | T. Rowe Price Retirement             | Mutual Fund            | 158,208             | 170,852             |
|     | T. Rowe Price Retirement 2020        | Mutual Fund            | 319,610             | 357,407             |
|     | T. Rowe Price Retirement 2030        | Mutual Fund            | 159,848             | 180,300             |
|     | T. Rowe Price Retirement 2040        | Mutual Fund            | 31,222              | 35,410              |
|     | T. Rowe Price Retirement 2050        | Mutual Fund            | 126,568             | 152,057             |
|     |                                      |                        | <u>\$ 6,878,082</u> | <u>\$ 7,575,072</u> |

\* Represents party-in-interest

**See Independent Auditors' Report.**

**Multiple Employer Plan Participating Employer Information**

**Pay Plus Benefits, Inc. Retirement Plan**  
**EIN: 91-1498297 / Plan Number: 333**

|                          |                     |                                 |
|--------------------------|---------------------|---------------------------------|
| (a) Apian Software, Inc. | (b) EIN: 94-3020429 | (c) .28% of Total Contributions |
|--------------------------|---------------------|---------------------------------|

[illegible]

**PAY PLUS BENEFITS, INC. RETIREMENT PLAN SUPPLEMENTAL INFORMATION**  
**SCHEDULE H LINE 4i - SCHEDULE OF ASSETS HELD (AT END OF YEAR)**  
**EMPLOYER IDENTIFICATION NUMBER: 91-1498297**  
**PLAN NUMBER: 333**  
**December 31, 2014**

| (a) | (b) Identity of issue                | (c) Description        | (d) Cost            | (e) Current Value   |
|-----|--------------------------------------|------------------------|---------------------|---------------------|
|     | Allianz NFJ International Value      | Mutual Fund            | \$ 52,545           | \$ 49,254           |
|     | Europacific Growth R3                | Mutual Fund            | 330,928             | 355,678             |
| *   | Guaranteed Income Fund               | Guaranteed Income Fund | 626,355             | 626,355             |
|     | Harbor Small Cap Growth Fund         | Mutual Fund            | 444,163             | 448,463             |
|     | John Hancock Disciplined             | Mutual Fund            | 461,910             | 552,072             |
|     | JP Morgan High Yield Bond A          | Mutual Fund            | 78,133              | 73,673              |
|     | JP Morgan Small Cap Value A          | Mutual Fund            | 750,845             | 777,071             |
|     | Loomis Sayles Strategies Income Fund | Mutual Fund            | 233,126             | 242,138             |
|     | Mainstay Large Cap Growth            | Mutual Fund            | 679,859             | 797,430             |
|     | MFS International GR R3              | Mutual Fund            | 113,498             | 115,931             |
|     | PIMCO Total Ret Bond Admin           | Mutual Fund            | 464,306             | 448,829             |
|     | Principal Midcap S&P 400             | Mutual Fund            | 203,624             | 225,170             |
| *   | Prudential Stock Index A             | Mutual Fund            | 772,065             | 978,532             |
|     | T. Rowe Price Balanced Fund          | Mutual Fund            | 871,269             | 988,450             |
|     | T. Rowe Price Retirement             | Mutual Fund            | 158,208             | 170,852             |
|     | T. Rowe Price Retirement 2020        | Mutual Fund            | 319,610             | 357,407             |
|     | T. Rowe Price Retirement 2030        | Mutual Fund            | 159,848             | 180,300             |
|     | T. Rowe Price Retirement 2040        | Mutual Fund            | 31,222              | 35,410              |
|     | T. Rowe Price Retirement 2050        | Mutual Fund            | 126,568             | 152,057             |
|     |                                      |                        | <u>\$ 6,878,082</u> | <u>\$ 7,575,072</u> |

\* Represents party-in-interest