Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2004

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

PO BOX 200350
SAN ANTONIO, TX 78220

5797 DIETRICH RD
SAN ANTONIO, TX 78219

2b Employer Identification Number (EIN)
20-0152733

2c Plan Sponsor's telephone number
210-661-4251

2d Business code (see instructions)
237990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2015	NITA MCBRIDE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor

ADMINISTRATOR COMMITTEE

PO BOX 200350
SAN ANTONIO, TX 78220

3b Administrator's EIN: 20-3182321

3c Administrator's telephone number: 210-661-4251

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2443
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1864
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1625
b	Retired or separated participants receiving benefits	**6b**	84
c	Other retired or separated participants entitled to future benefits	**6c**	652
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2361
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	10
f	Total. Add lines **6d** and **6e**.	**6f**	2371
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2327
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	160
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2P 2Q 3H 3I

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (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_____

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

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

A Name of plan
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

D Employer Identification Number (EIN)
20-0152733

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MORGAN STANLEY SMITH BARNEY LLC

755 EAST MULBERRY, SUITE 300
SAN ANTONIO, TX 78212

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 49 99 50 27 72 33 71 15 64 55	NONE	37708	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: RINALDO J. GONZALEZ, CPA, PC

b EIN: 74-2433094

c Position: AUDITOR

d Address: 7800 IH 10 WEST STE 505
SAN ANTONIO, TX 78230

e Telephone: 210-366-9430

Explanation: AUDITOR RETIRED

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

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

A Name of plan
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

D Employer Identification Number (EIN)
20-0152733

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	523681	809706
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1700000	3600000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1813506	1964546
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	736651	3101062
(2) U.S. Government securities	1c(2)	0	293208
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	0	185196
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	1336
(B) Common	1c(4)(B)	0	2085297
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2678595	542371
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	47469166	51775140
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	54921599	64357862
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	6028136	5271531
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	6028136	5271531
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	48893463	59086331

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3600000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3600000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	246	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		246
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	4740235	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4740235
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	3864654	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		3864654

		(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)		42978
c Other income	2c		39
d Total income. Add all **income** amounts in column (b) and enter total	2d		12248152
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1827552	
(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)		1827552
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		221592
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6140	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6140
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2055284
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10192868
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) [X] 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 [X] No

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

(1) Name: PADGETT, STRATEMANN & CO., L.L.P. **(2)** EIN: 74-1650885

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GUTHRIE & HUEBNER COMPANY, INC.

D Employer Identification Number (EIN)
20-0152733

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 58-1428634

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

GUTHRIE & HUEBNER COMPANY, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Audited Financial Statements
December 31, 2014 and 2013

Audited by:
Padgett, Stratemann & Co., L.L.P.
Certified Public Accountants

P. O. Box 200350
5797 Dietrich Road
San Antonio, Texas 78220-0350
Ph. (210) 661-4251
Fax (210) 661-6060

Guthrie & Huebner Company, Inc.
Employee Stock Ownership Plan

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PS&Co.

Padgett Stratemann

Independent Auditor's Report

To the Trustees
Guthrie & Huebner Company, Inc.
Employee Stock Ownership Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014, and the changes in net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment as of December 31, 2014 and the schedule of reportable transactions for the year ended December 31, 2014 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Matter – 2014 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2013, were audited by other auditors whose report dated July 7, 2014 expressed an unmodified opinion on the financial statements.

Padgett, Stratemann & Co., L.L.P.

San Antonio, Texas
July 27, 2015

Guthrie & Huebner Company, Inc.
Employee Stock Ownership Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2014 and 2013

	2014			2013		
	Allocated	Non-Allocated	Total	Allocated	Non-Allocated	Total
Assets						
Cash and cash equivalents	$ 3,796,602	-	3,796,602	$ 1,260,332	-	1,260,332
Investments, at fair market value:						
Sponsor company common stock	43,154,958	8,620,182	51,775,140	38,098,993	9,370,173	47,469,166
Other investments	3,221,574	-	3,221,574	2,678,595	-	2,678,595
Accounts receivable						
Sponsor company	5,564,546	-	5,564,546	3,513,506	-	3,513,506
Total Assets	55,737,680	8,620,182	64,357,862	45,551,426	9,370,173	54,921,599
Liabilities						
Notes payable	-	5,271,531	5,271,531	-	6,028,136	6,028,136
Total Liabilities	-	5,271,531	5,271,531	-	6,028,136	6,028,136
Net Assets Available for Plan Benefits	$55,737,680	3,348,651	59,086,331	$45,551,426	3,342,037	48,893,463

Notes to the financial statements form an integral part of these statements.

Guthrie & Huebner Company, Inc.
Employee Stock Ownership Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED
December 31, 2014 and 2013

	2014			2013		
	Allocated	Non-Allocated	Total	Allocated	Non-Allocated	Total
Additions to Net Assets						
Employer contributions	$ 3,600,000	-	3,600,000	$ 1,700,000	-	1,700,000
Distributions from Sponsor Company	4,740,235	-	4,740,235	3,793,861	-	3,793,861
Net unrealized appreciation in market value of sponsor company stock	2,930,691	933,963	3,864,654	4,406,258	1,436,101	5,842,359
Other Investment income	43,263	-	43,263	301,499	-	301,499
Cash transfer of note payment	-	1,419,517	1,419,517	-	1,612,754	1,612,754
Allocation of 607,221 shares of common stock of sponsor company, at market value	2,125,274	-	2,125,274	2,298,150	-	2,298,150
Total Additions to Net Assets	13,439,463	2,353,480	15,792,943	12,499,768	3,048,855	15,548,623
Deductions from Net Assets						
Distributions to eligible participants	1,833,692	-	1,833,692	884,068	-	884,068
Interest expense	-	221,592	221,592	-	269,129	269,129
Cash transfer of note payment	1,419,517	-	1,419,517	1,612,754	-	1,612,754
Allocation of 607,221 shares of common stock of sponsor company, at market value	-	2,125,274	2,125,274	-	2,298,150	2,298,150
Total Deductions from Net Assets	3,253,209	2,346,866	5,600,075	2,496,822	2,567,279	5,064,101
Net Increase	10,186,254	6,614	10,192,868	10,002,946	481,576	10,484,522
Net Assets Available for Benefits Beginning of Year	45,551,426	3,342,037	48,893,463	35,548,480	2,860,461	38,408,941
End of Year	$55,737,680	3,348,651	59,086,331	$45,551,426	3,342,037	48,893,463

Notes to the financial statements form an integral part of these statements.

1. PLAN DESCRIPTION

The following brief description of the Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for complete information.

Guthrie & Huebner Company, Inc., an S corporation, (Company) established the Guthrie & Huebner Company, Inc. Employee Stock Ownership Plan effective as of January 1, 2004. As of January 1, 2005, the Plan was amended and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP), and is designed to comply with section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an ESOP Administration Committee appointed by the Company's Board of Directors and a third party administrator.

The Plan has purchased Company common shares from various stockholders for cash or by issuing non-guaranteed notes payable (Note 7) to the stockholders, and holds the stock in a trust established under the Plan. Notes are to be repaid over a period not to exceed ten years. The Plan makes quarterly payments of principal and interest. At the end of the year, an appropriate percentage of stock is allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The notes payable are secured by the unallocated shares of stock and are not guaranteed by the Company. The lender has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan for the years ended December 31, 2014 and 2013 present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated stock (Allocated) and
(b) stock not yet allocated to employees (Unallocated).

Eligibility

Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan if they are in an eligible class of employees after one year of service providing they worked at least 1,000 hours during such plan year. Employees who do not have at least 1,000 hours of service during such plan year are generally not eligible for an allocation of Company contributions for such year.

Payment of Benefits

No distribution from the Plan will be made until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), or otherwise terminates employment with the Company and its participating subsidiaries. Distributions are made in accordance with Article 7 of the Plan Agreement.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. The company will repurchase shares at prices determined from an independent appraisal.

Voting Rights

The Trustees of the Plan will vote all Company Stock held by the Plan in accordance with Article 8 of the Plan Agreement.

(continued)

1. PLAN DESCRIPTION (continued)

Termination

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code. Upon termination of the Plan, all amounts credited to a participant's account becomes 100% vested.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's stock released by the Trustees from the unallocated account and forfeitures of terminated participants' non vested accounts. Only those participants who are eligible employees of the Company will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation.

Vesting

If a participant's employment with the Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Company in accordance with the Plan Agreement. Participants are vested 100% after five years for contributions made for Plan years beginning before December 31, 2009 and 100% after three years for contributions made for Plan years beginning after December 31, 2009.

Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock as determined by an independent valuation. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock to investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution.

Participant Accounts and Forfeitures

Employer contributions and Plan forfeitures are allocated to each participant's account based upon the relation of the participant's compensation to total compensation for the Plan year. Forfeitures of terminated non vested account balances allocated to remaining participants amounted to $1,398,141 and $1,446,900 at December 31, 2014 and 2013, respectively. Plan earnings are allocated to each participants' account based on the ratio of the participant's beginning of the year account balance to all participant's beginning of the year account balances.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting and current accounting pronouncements applicable to employee benefit plans.

(continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates

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

Risk and Uncertainties

The Plan investments consist primarily of the Company's common stock, which is exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Investment Valuation

The common shares of the Company are valued at fair value as determined by an annual independent appraisal. Other investments are valued at quoted market prices.

Operating Expenses

All expenses of maintaining the Plan are paid by the Company.

Distributions from Sponsor Company

Cash distributions from the Sponsor Company are reported as Additions to Net Assets in the Statements of Changes in Net Assets available for Benefits.

3. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 7, 2013, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code.

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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions. As of July 27, 2015, the date the financial statements were available to be issued, the Internal Revenue Service has not completed its examination of the Plan's Form 5500 for the year ended December 31, 2013. Management does not believe that this examination will have a material impact on the Plan's net assets available for benefits.

4. ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of the Company's common shares, are held by the Trustees of the Plan. The Trustees may also invest funds in other property or hold funds in cash or cash equivalents.

Employer contributions are held and managed by the Trustees, which invest cash received and make distributions to participants. The Trustees also administer the payment of interest and principal of the note payable, which is reimbursed to the Trustees through contributions as determined by the Company.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan.

5. PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in Company common stock and has indebtedness collateralized by the Company stock. These are related party and party-in-interest transactions.

Certain Plan investments are deposited into mutual funds managed by Morgan Stanley Bank N.A. Morgan Stanley is the custodian, as defined by the Plan and, therefore, these deposits qualify as party-in-interest transactions.

6. INVESTMENTS

The Plan's investments in the Company's common shares, which represents 5% or more of the Plan's assets, at December 31, 2014 and 2013, are as follows:

	2014			2013		
	Allocated	Non-Allocated	Total	Allocated	Non-Allocated	Total
Number of Shares	12,329,988	2,462,909	14,792,897	11,722,767	2,883,130	14,605,897
Cost	$ 17,658,581	4,963,974	22,622,555	$ 16,440,939	5,740,296	22,181,235
Market	$ 43,154,958	8,620,182	51,775,140	$ 38,098,993	9,370,173	47,469,166

The Plan's other investments at December 31, 2014 and 2013, are as follows:

	2014			2013		
	Allocated	Non-Allocated	Total	Allocated	Non-Allocated	Total
Cash Equivalents	$ 114,165	-	114,165	$ 37,843	-	37,843
Equity Securities	1,318,346	-	1,318,346	1,308,744	-	1,308,744
ETFs & CEFs	768,288	-	768,288	-	-	-
Fixed Income Securities	185,196	-	185,196	539,763	-	539,763
Government Securities	293,208	-	293,208	264,587	-	264,587
Mutual Funds	542,371	-	542,371	527,658	-	527,658
Total	$ 3,221,574	-	3,221,574	$ 2,678,595	-	2,678,595

The Plan's investment in Sponsor Company Common Stock appreciated in fair value by $3,864,654 and $5,842,359 during the years ended December 31, 2014 and 2013, respectively. For the Plan's other investments, the appreciation, including gains and losses on investments bought and sold, as well as held during the years ended December 31, 2014 and 2013, are reported in other investment income on the accompanying Statement of Changes in Net Assets Available for Benefits.

7. NOTES PAYABLE

In 2008, 2010, and 2012, the Plan entered into several loan agreements with the ownership and management of the company for the purchase of their Company common stock. Unallocated shares secure the loans. The agreement provides for the loans to be repaid over one, three and ten years and bear interest at rates ranging from 2.40 to 4.45%. The aggregate principal amounts of notes payable scheduled for repayment in the succeeding years after December 31, 2014 are: 2015 $1,546,195; 2016 $1,073,858; 2017 $1,073,858; 2018 $1,073,858; 2019 $236,373 and thereafter $267,389.

8. EMPLOYER CONTRIBUTIONS

Company contributions to the Plan are discretionary as determined by the Company's board of directors.

9. FAIR VALUE MEASUREMENTS

The requirements of *Fair Value Measurements and Disclosures of the Accounting Standards Codification (ASC)* apply to all financial instruments and all nonfinancial assets and nonfinancial liabilities that are being measured and reported on a fair value basis. Fair value is defined as 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.

ASC also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels:

Level 1 fair value measurements:
Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 fair value measurements:
Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 fair value measurements:
Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following table represents assets reported on the Statement of Net Assets Available for Benefits at their fair value as of December 31, 2014 and 2013 by level within the ASC fair value measurement hierarchy:

	December 31, 2014			
	Total Fair Value Measurement	Quoted Prices in Active Markets (Level 1)	Quoted Prices in Active Markets (Level2)	Significant Unobservable Inputs (Level 3)
Sponsor Company Common Stock	$ 51,775,140	-	-	51,775,140
Other Investments	3,221,574	2,743,170	478,404	-
	$ 54,996,714	2,743,170	478,404	51,775,140

	December 31, 2013			
	Total Fair Value Measurement	Quoted Prices in Active Markets (Level 1)	Quoted Prices in Active Markets (Level2)	Significant Unobservable Inputs (Level 3)
Sponsor Company Common Stock	$ 47,469,166	-	-	47,469,166
Other Investments	2,678,595	2,117,927	560,668	-
	$ 50,147,761	2,117,927	560,668	47,469,166

(continued)

9. FAIR VALUE MEASUREMENTS (continued)

The following methods and assumptions were used to estimate the fair values of the assets in the table above.

Level 1 fair value measurements:
The other investments were valued at the selling price as of December 31, 2014 and 2013 for comparable securities on the exchanges at which these securities were traded.

Level 2 fair value measurements:
The other investments were valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings as of December 31, 2014 and 2013.

Level 3 fair value measurements:
The fair market value for sponsor company common stock is based on an independent appraisal of the fair value of Guthrie & Huebner Company, Inc. common stock as of December 31, 2014 and 2013.

The valuation technique was a blended valuation process using three basic approaches to value: the income approach, the market approach, and the cost approach.

The income approach measures the value of stock as the present value of its future economic benefits.

The market approach measures the value of stock through analysis of recent sales or offerings of guideline companies.

The cost approach measures the value of an asset by the cost to reconstruct or replace it with another or like utility.

The changes in level 3 fair value measurements are due to:

Net unrealized appreciation market value of Sponsor Company Common Stock	$	3,864,654
Acquisition of shares of Sponsor Company Common Stock		441,320
Change in Level 3 inputs	$	4,305,974

10. RECONCILATION OF FINANCIAL STATEMENTS TO FORM 5500

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

Net Assets Available for benefits per the financial statements	$	59,086,331
No Reconciling Items		-
Net assets available for benefits per the Form 5500	$	59,086,331

11. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 27, 2015, which is the date the financial statements were available to be issued.

SCHEDULE OF ASSETS HELD FOR INVESTMENT

Form 5500, Schedule H, Part IV, Question (4i)
EIN: 20-0152733 Plan: 002
Year Ended December 31, 2014

Description	Cost	Current Value
Guthrie & Huebner Company, Inc.		
Common Stock	$ 22,622,554.93	51,775,140.00
Other Investments		
Cash Equivalents		
Morgan Stanley Bank N.A. #		114,165.34
Equity Securities		
Common Stock		
ABBOTT LABORATORIES (ABT)	3,465.82	4,051.80
ABERCROMBIE & FITCH CO (ANF)	851.75	601.44
ACTAVIS PLC (ACT)	4,175.82	4,375.97
ACTELION LTD UNSPON ADR (ALIOY)	2,746.14	2,635.80
ADOBE SYSTEMS (ADBE)	3,409.69	3,489.60
AFFILIATED MGRS GROUP INC (AMG)	2,746.02	2,971.36
AGILENT TECHNOLOGIES (A)	2,419.23	2,374.52
AIRBUS GROUP (EADSY)	4,603.38	3,825.40
AIRGAS INC (ARG)	2,645.50	2,764.32
AKBANK TURK ANONIM SIRKETI ADR	3,032.39	3,118.32
ALEXANDRIA REAL ESTATE EQ INC (ARE)	4,474.38	5,058.18
ALEXION PHARM INC (ALXN)	8,542.27	9,251.50
ALIBABA GROUP HLDG LTD (BABA)	4,101.52	4,469.42
ALLIED WORLD ASSUR CO HLDG LTD (AWH)	1,570.76	1,630.56
ALLSTATE CORP (ALL)	6,240.42	7,165.50
ALTISOURCE RESIDENTIAL CORP B (RESI)	620.38	523.80
AMAZON COM INC (AMZN)	5,972.92	5,586.30
AMBEV S A SPONSORED ADR (ABEV)	4,794.83	4,372.66
AMERICAN HOMES 4 RENT (AMH)	546.91	527.93
AMERICAN TOWER REIT COM (AMT)	2,683.70	2,668.95
AMERISOURCEBERGEN CORP (ABC)	1,572.47	1,532.72
AMREIT INC CL B (AMRE)	3,355.25	3,768.68
ANGLO AMERICAN PLC ADR NEW (AAUKY)	2,610.30	2,195.51
ANHEUSER BUSCH INBEV SA SPON (BUD)	13,463.91	14,376.96
AON PLC SHS CL-A (AON)	2,433.39	2,655.24
APARTMENT INVT & MGMT CO A (AIV)	2,885.69	3,194.90
APOLLO GROUP INC A (APOL)	1,175.42	1,432.62
APPLE INC (AAPL)	7,281.86	12,583.32
ARCHER DANIELS MIDLAND (ADM)	6,893.81	7,228.00
ARM HOLDINGS PLC ADS (ARMH)	2,154.09	2,222.40
ASHTEAD GROUP PLC ADR (ASHTY)	4,514.25	5,091.41
ASSA ABLOY AB UNSP ADR (ASAZY)	7,358.78	7,855.84
ASSOC BRITISH FDS PLC ADR-NEW (ASBFY)	4,381.23	4,502.20
AT&T INC (T)	6,856.46	6,650.82
ATLANTIA SPA UNSPONS ADR (ATASY)	5,455.32	5,206.50
AUTOZONE INC (AZO)	2,670.26	3,095.55

(continued)

Description	Cost	Current Value
AVALONBAY COMM INC (AVB)	3,346.48	3,594.58
AVIS BUDGET GROUP COM (CAR)	2,224.77	2,188.89
BAIDU INC ADS (BIDU)	5,079.91	5,243.31
BANCO DO BRASIL SA SPON ADR (BDORY)	5,981.44	4,270.56
BANCO MACRO S.A. SPONS ADR (BMA)	2,135.91	2,536.34
BANK OF NEW YORK MELLON CORP (BK)	6,551.92	6,896.90
BAXTER INTL INC (BAX)	7,011.53	6,889.26
BAYER AG SPON ADR (BAYRY)	9,702.65	11,768.24
BAYERISCHE MOTOREN WERKE AG (BAMXY)	3,913.52	3,597.62
BB & T CORP (BBT)	6,716.18	7,116.87
BB SEGURIDADE PARTICIPACOES (BBSEY)	4,285.83	3,421.42
BED BATH & BEYOND INC (BBBY)	3,545.32	4,265.52
BG GROUP PLC (BRGYY)	5,195.20	3,380.08
BHP BILLITON LTD (BHP)	5,666.98	4,779.32
BIDVEST GROUP LTD SPONS ADR (BDVSY)	2,007.18	1,942.68
BIOGEN IDEC INC (BIIB)	6,834.71	6,789.00
BIOMARIN PHARMAC SE (BMRN)	2,657.46	3,435.20
BNP PARIBAS SP ADR REPSTG (BNPQY)	11,057.58	8,667.10
BOEING CO (BA)	1,984.48	3,379.48
BOSTON PROPERTIES INC (BXP)	3,893.76	4,118.08
BRANDYWINE REALTY TR SBI NEW (BDN)	3,066.61	3,148.06
BRISTOL MYERS SQUIBB CO (BMY)	3,307.52	5,194.64
BRITISH AMER TOB SPON ADR (BTI)	9,270.06	9,703.80
BROADCOM CORP CL A (BRCM)	6,133.80	6,976.13
C R BARD INC NJ (BCR)	2,120.70	2,332.68
CAMDEN PROPERTY TRUST (CPT)	2,781.89	3,248.96
CAMERON INTNL CORP (CAM)	3,028.18	2,347.65
CAMPBELL SOUP (CPB)	1,316.49	1,320.00
CARDINAL HEALTH INC (CAH)	9,365.33	10,494.90
CARLSBERG AS (CABGY)	3,567.80	2,847.15
CBL & ASSOC PPTYS INC (CBL)	2,144.11	2,194.46
CDN PACIFIC RY LTD NEW (CP)	3,540.27	3,468.42
CELGENE CORP (CELG)	3,931.64	5,593.00
CHEVRON CORP (CVX)	6,442.38	6,730.80
CHINA CONSTRUCTION BANK CORP (CICHY)	6,078.04	6,547.10
CHINA MOBILE LTD (CHL)	5,273.99	5,058.52
CHINA SHENHUA ENERGY LTD ADR (CSUAY)	2,627.69	2,606.10
CHIPOTLE MEXICAN GRILL INC COM (CMG)	2,734.76	2,738.04
CIELO SA SPONSORED ADR NEW (CIOXY)	4,317.06	3,615.60
CINTAS CORP (CTAS)	980.24	1,725.68
CISCO SYS INC (CSCO)	6,588.05	7,454.42
CITRIX SYSTEMS INC (CTXS)	2,186.06	2,105.40
CLICKS GROUP LTD SPONS ADR (CLCGY)	2,722.42	2,993.14
CNOOC LTD ADS (CEO)	3,750.92	2,844.24
COACH INC (COH)	2,319.82	2,403.84
COCA-COLA ENTERPRISES INC. NEW (CCE)	2,697.04	2,520.54
COGNIZANT TECH SOLUTIONS CL A (CTSH)	1,156.33	1,316.50
COMMERCIAL INTL BNK LTD SP ADR (CIBEY)	2,196.67	2,346.00
COMPAGNIE FIN RICHEMONTAG ADR (CFRUY)	3,939.87	4,772.06
COMPANHIA ENERGY DE MIN SP ADR (CIG)	3,826.95	2,604.28
CONAGRA FOODS INC (CAG)	2,899.55	3,301.48
CONCHO RES INC (CXO)	2,890.92	2,294.25

(continued)

Description	Cost	Current Value
CONOCOPHILLIPS (COP)	5,611.71	6,767.88
COPA HOLDINGS,S.A. CLA A (CPA)	1,885.20	1,554.60
COSTCO WHOLESALE CORP NEW (COST)	3,558.82	4,252.50
CVS HEALTH CORP COM (CVS)	4,133.10	7,512.18
DAIKIN INDS LTD UNSPON ADR (DKILY)	7,905.39	7,752.00
DAIWA HOUSE IND LTD ADR (DWAHY)	8,362.76	8,015.85
DELTA AIR LINES INC NEW (DAL)	375.17	590.28
DICKS SPORTING GOODS INC (DKS)	1,005.55	1,141.95
DIGITAL REALTY TRUST INC (DLR)	3,372.03	3,381.30
DOUGLAS EMMETT INC (DEI)	3,365.91	3,351.20
DOVER CORP (DOV)	4,718.15	3,872.88
DR PEPPER SNAPPLE GROUP INC (DPS)	3,683.46	4,300.80
DRILL-QUIP INC (DRQ)	1,361.44	1,074.22
DU PONT EI DE NEMOURS & CO (DD)	6,318.08	7,098.24
DUN & BRADSTREET CP NEW (DNB)	2,844.35	2,903.04
DUNKIN BRANDS GROUP INC (DNKN)	832.62	810.35
EASTGROUP PROPERTIES INC (EGP)	3,123.82	3,102.68
EDISON INTERNATIONAL (EIX)	6,309.25	7,202.80
EDWARD LIFESCIENCES CORP (EW)	1,754.84	1,783.32
ELECTRONIC ARTS INC (EA)	2,759.01	3,526.12
EPR PPTYS COM (EPR)	4,128.42	4,264.62
EQT CORPORATION COM NEW (EQT)	1,793.59	1,438.30
EQUITY LIFESTYLE PROPERTIES (ELS)	2,000.56	2,268.20
EQUITY ONE INC (EQY)	1,317.16	1,420.16
ESSEX PROPERTY TRUST INC (ESS)	3,628.76	3,925.40
ESTEE LAUDER CO INC CL A (EL)	3,663.08	3,657.60
EXPEDIA INC NEW (EXPE)	2,834.33	2,816.88
F5 NETWORKS INC (FFIV)	1,966.38	2,478.83
FACEBOOK INC CL-A (FB)	8,367.21	8,738.24
FEDL RLTY INVT TRUST S B I (FRT)	4,103.56	4,404.18
FIREEYE INC (FEYE)	1,465.77	1,452.68
FISERV INC WISCONSIN (FISV)	3,898.54	4,329.17
FLEETCOR TECHNOLOGIES (FLT)	2,509.05	2,974.20
FLOWSERVE CORP (FLS)	2,084.55	1,675.24
FOSSIL GROUP INC COM (FOSL)	2,349.69	2,436.28
FRESENIUS SE & CO SPN ADR (FSNUY)	5,463.71	5,758.68
GAP INC (GPS)	3,179.71	3,200.36
GAZPROM O A O SPON ADR (OGZPY)	3,687.35	2,287.65
GENUINE PARTS CO (GPC)	3,283.20	4,049.66
GEO GROUP INC COM NEW (GEO)	2,025.51	2,179.44
GILEAD SCIENCE (GILD)	1,983.29	3,487.62
GLOBAL PAYMENT INC (GPN)	2,083.30	2,341.17
GOODYEAR TIRE & RUBBER (GT)	2,281.90	2,571.30
GOOGLE INC CL C (GOOG)	2,085.35	3,684.80
GOOGLE INC-CL A (GOOGL)	2,085.32	3,714.62
GRAMERCY PROPERTY TRUST INC (GPT)	2,655.47	3,105.00
HALLIBURTON CO (HAL)	9,519.52	6,568.11
HASBRO INC (HAS)	2,708.92	2,859.48
HCA HOLDINGS INC (HCA)	2,544.74	2,715.43
HCP INCORPORATED (HCP)	2,535.73	2,641.80
HEALTH CARE REIT INC (HCN)	3,884.39	4,464.53
HELMERICH & PAYNE (HP)	2,568.93	1,820.34

(continued)

Description	Cost	Current Value
HENRY SCHEIN INC (HSIC)	1,991.53	3,403.75
HERBALIFE (HLF)	1,703.87	1,281.80
HILLROM HOLDINGS (HRC)	257.23	273.72
HOSPIRA INC (HSP)	769.85	857.50
HOSPITALITY PPTYS TR COM SBI (HPT)	4,712.07	5,022.00
HOST HOTEL & RESORTS INC (HST)	5,597.24	5,942.50
ILLUMINA INC (ILMN)	3,776.12	4,060.76
IMPERIAL HLDGS LTD ADR (IHLDY)	2,995.22	2,677.92
INCYTE CORP (INCY)	722.23	1,023.54
INFORMA PLC (IFJPY)	6,383.79	5,531.46
INGERSOLL-RAND PLC SHS (IR)	2,901.39	2,979.33
INGREDION INC COM (INGR)	954.84	1,102.92
INTEL CORP (INTC)	6,588.04	6,967.68
INTERNATIONAL PAPER CO (IP)	1,212.92	1,339.50
JAPAN TOB INC (JAPAY)	5,151.06	4,228.84
JOHNSON & JOHNSON (JNJ)	4,627.84	6,587.91
JOHNSON CONTROLS INCORPORATED (JCI)	6,865.62	6,960.96
JOY GLOBAL INC (JOY)	3,175.64	2,372.52
KB FINANCIAL GRP INC SONS ADR (KB)	4,388.82	3,620.82
KDDI CORP UNSPON ADR (KDDIY)	8,485.85	9,132.40
KIMBERLY CLARK SPON ADR (KCDMY)	2,909.81	2,428.16
KOC HLDG AS UNSPON ADR (KHOLY)	4,239.63	4,591.86
KOHLS CORPORATION WISC (KSS)	1,624.46	1,709.12
KOMATSU LTD SPON ADR NEW (KMTUY)	4,323.63	4,363.55
KRAFT FOODS GROUP INC COM (KRFT)	6,356.83	7,268.56
KROGER CO (KR)	4,246.11	5,393.64
L BRANDS INC COM (LB)	1,135.47	1,557.90
LABORATORY CP AMER HLDGS NEW (LH)	2,865.95	3,021.20
LEAR CORP (LEA)	1,863.53	1,863.52
LEXINGTON REALTY TRUST (LXP)	2,867.43	2,876.76
LINKEDIN CORP-A (LNKD)	4,394.50	4,594.20
LLOYDS BANKING GROUP PLC (LYG)	9,250.20	8,602.56
LOCALIZA RENT A CAR SA SPON (LZRFY)	5,757.40	4,867.05
LOWES COMPANIES INC (LOW)	5,955.12	8,118.40
LTC PROPERTIES INC (LTC)	2,366.05	2,503.86
MACY'S INC (M)	4,166.02	4,668.25
MAKITA CORPORATION LTD ADR NEW (MKTAY)	6,473.57	5,180.75
MARATHON OIL CO (MRO)	8,430.23	6,478.41
MARRIOTT INTL INC NEW CL A (MAR)	5,206.21	5,774.22
MARSH & MCLENNAN COS INC (MMC)	6,228.89	6,868.80
MASTERCARD INC CL A (MA)	7,461.72	8,357.52
MATTEL INC (MAT)	2,970.25	2,754.10
MCGRAW HILL FINANCIAL INC COM (MHFI)	3,602.44	3,737.16
MEAD JOHNSON NUTRITION COMPANY (MJN)	1,229.47	1,307.02
MEDIOLANUM SPA UNSPON ADR (MDLAY)	5,330.44	4,860.20
MERCK & CO INC NEW COM (MRK)	4,872.48	6,474.06
MICHAEL KORS HOLDINGS LTD (KORS)	3,719.20	3,529.70
MICROCHIP TECHNOLOGY INC (MCHP)	2,012.93	1,939.73
MOBILE TELESYSTEMS OJSC (MBT)	4,250.52	1,701.66
MONDELEZ INTL INC COM (MDLZ)	9,381.74	9,517.15
MONMOUTH RL EST INVT CP A (MNR)	1,022.57	1,073.79
MONSANTO CO/NEW (MON)	2,515.99	4,061.98

(continued)

Description	Cost	Current Value
MORGAN STANLEY (MS)	2,726.66	3,647.20
MOTOROLA SOLUTIONS INC (MSI)	2,504.36	2,750.28
NATIONAL RETAIL PROPERTIES I (NNN)	2,948.28	3,110.23
NEDBANK GRP LTD SPON ADR (NDBKY)	2,667.70	2,680.62
NETAPP INC COM (NTAP)	4,277.26	4,310.80
NETEASE.COM INC ADS (NTES)	5,654.93	6,245.82
NETFLIX INC (NFLX)	3,648.85	2,732.88
NIKE INC B (NKE)	4,449.69	5,384.40
NORDSTROM INC (JWN)	2,378.52	2,858.04
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	6,214.42	7,222.11
NOVARTIS AG ADR (NVS)	14,444.91	17,234.76
NOVO NORDISK A/S ADR (NVO)	12,271.83	11,511.04
NU SKIN ENTERPRISE INC A (NUS)	944.91	830.30
NXP SEMICONDUCTORS NV (NXPI)	3,630.72	3,896.40
OCCIDENTAL PETROLEUM CORP DE (OXY)	7,676.21	6,771.24
OCEANEERING INTL INC (OII)	1,281.30	1,352.63
OIL CO LUKOIL SPN ADR (LUKOY)	2,313.81	1,610.70
O'REILLY AUTOMOTIVE INC NEW (ORLY)	2,411.57	4,622.88
ORIFLAME COSMETICS SA SPON ADR (ORFLY)	1,653.60	1,117.18
PACCAR INC (PCAR)	1,887.02	1,904.28
PERRIGO CO LTD (PRGO)	1,287.66	1,337.28
PFIZER INC (PFE)	4,322.64	6,821.85
PHILIPPINE LG DIST TEL SPN ADR (PHI)	4,115.19	3,607.53
POLARIS INDUSTRIES INC (PII)	2,086.41	2,117.36
PPC LIMITED UNSPON ADR (PPCYY)	2,095.47	1,677.06
PRECISION CASTPARTS CORP (PCP)	1,830.75	3,372.32
PRICELINE.COM INC NEW (PCLN)	3,842.66	3,420.63
PRUDENTIAL PLC ADR (PUK)	11,546.96	12,465.90
PT ASTRA INTERNATIONAL TBK ADR (PTAIY)	3,699.04	3,456.80
PT BK MANDIRI PERSERO TBK UNSP (PPERY)	4,210.18	4,114.32
PT SEMEN GRESIK PERSERO ADR (PSGTY)	3,198.52	2,946.90
PT TELEKOMUNIKASI INDONESIA (TLK)	4,111.67	3,980.24
PT UNITED TRACTORS ADR (PUTKY)	2,603.63	1,814.34
PUBLIC STORAGE (PSA)	6,960.89	8,133.40
PVH CORPORATION (PVH)	3,299.28	3,716.93
QUEST DIAGNOSTICS INC (DGX)	9,354.32	10,193.12
RALPH LAUREN CORP CL A (RL)	1,448.68	1,666.44
RAYTHEON CO (NEW) (RTN)	6,067.27	6,922.88
REALTY INCOME CORP (O)	3,287.41	3,482.83
RED ELECTRICA CORPORACION SA (RDEIY)	3,791.75	3,962.64
RED HAT INC (RHT)	2,785.25	3,180.44
REXAM PLC (REXMY)	6,968.48	5,818.28
ROCK TENN CO CL A (RKT)	2,734.89	3,475.86
ROCKWELL AUTOMATION INC (ROK)	2,067.16	2,001.60
ROGERS COMM INC CL B (BC) (RCI)	6,462.77	6,411.90
ROLLS ROYCE HOLDINGS PLC (RYCEY)	7,395.49	5,711.15
ROYAL CARIBBEAN CRUISES LTD (RCL)	2,047.19	2,637.76
ROYAL DUTCH SHELL PLC (RDS'A)	8,288.80	7,632.30
ROYAL KPN NV SPONS ADR (KKPNY)	3,554.85	3,338.70
RYANAIR HLDGS PLC ADR (RYAAY)	5,427.23	7,127.00
RYOHIN KEIKAKU CO LTD ADR (RYKKY)	2,968.55	2,920.50
SALESFORCE.COM,INC. (CRM)	4,360.05	4,685.49

(continued)

Description	Cost	Current Value
SAMPO OYJ UNSPON ADR (SAXPY)	6,803.37	6,516.04
SANDISK CORP (SNDK)	3,681.59	3,821.22
SANDS CHINA LTD UNSPONSORE ADR (SCHYY)	5,088.79	4,038.09
SANLAM LTD ADR (SLLDY)	2,860.15	2,857.96
SBA COMMUNICATIONS CORP (SBAC)	1,979.48	1,993.68
SBERBANK RUSSIA SPONSORED ADR (SBRCY)	4,887.17	2,254.08
SCHLUMBERGER LTD (SLB)	4,984.47	4,099.68
SENIOR HSG PPTY TR SBI (SNH)	2,201.48	2,100.45
SEVEN & I HLDGS CO LTD ADR (SVNDY)	8,341.57	7,103.82
SHERWIN WILLIAMS COMPANY OHIO (SHW)	841.80	1,578.24
SHINHAN FINANCIAL GROUP CO LTD (SHG)	4,962.42	3,998.61
SHIRE PLC ADR (SHPG)	7,201.61	8,076.52
SHOPRITE HLDGS LTD SPONSORED A (SRGHY)	2,142.27	2,169.44
SIGNET JEWELERS LIMITED (SIG)	3,878.43	4,736.52
SILVER BAY REALTY TRUST CP (SBY)	536.67	546.48
SIMON PPTY GROUP INC (SPG)	8,910.03	10,380.27
SKYWORKS SOLUTIONS INC (SWKS)	1,916.64	3,708.21
SM ENERGY COMPANY (SM)	2,095.50	1,080.24
SOFTBANK CORP UNSPONS ADR (SFTBY)	9,676.49	8,137.80
SOUTHWEST AIRLINES (LUV)	1,817.45	1,946.72
SOUTHWESTERN ENERGY COMPANY (SWN)	2,355.07	1,637.40
SPLUNK INC (SPLK)	1,865.67	2,299.05
ST JUDE MEDICAL INC (STJ)	2,104.00	2,145.99
STANDARD BANK GROUP LTD SPON (SGBLY)	2,631.62	2,490.66
STANLEY BLACK & DECKER INC (SWK)	2,531.96	2,690.24
STARBUCKS CORP WASHINGTON (SBUX)	1,940.74	3,364.05
SUMITOMO MITSUI FINL GROUP INC (SMFG)	9,357.24	8,510.32
SUMITOMO MITSUI TR HLDGS INC (SUTNY)	2,759.04	2,514.59
SWATCH GROUP AG ADR THE UNSPON (SWGAY)	3,888.20	3,230.25
SWEDBANK AB SPONS ADR (SWDBY)	8,200.90	7,945.36
SYMANTEC CORP (SYMC)	3,563.45	3,745.63
T ROWE PRICE GROUP INC (TROW)	2,593.55	2,833.38
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	4,690.08	6,266.40
TANGER FACTORY OUTLET CENTERS (SKT)	3,149.16	3,363.36
TESLA MOTORS INC (TSLA)	2,340.73	2,001.69
TEVA PHARMACEUTICALS ADR (TEVA)	9,521.15	11,099.43
TIFFANY & COMPANY NEW (TIF)	3,325.49	3,526.38
TIGER BRANDS LTD SPON ADR NEW (TBLMY)	1,741.43	1,905.30
TIMKEN CO (TKR)	1,134.06	1,067.00
TJX COS INC NEW (TJX)	1,596.16	1,851.66
TRIPADVISOR INC COM (TRIP)	2,422.56	1,866.50
TRIUMPH GROUP INC (TGI)	547.22	537.76
TUPPERWARE BRANDS CORP (TUP)	1,738.40	1,512.00
TURKCELL ILETISM HIZM AS NEW (TKC)	2,979.72	3,069.36
TWENTY-FIRST CENTURY FOX CL A (FOXA)	2,406.18	2,803.56
TWITTER INC (TWTR)	2,883.91	2,259.81
UNDER ARMOUR INC CL A (UA)	2,725.73	2,648.10
UNILEVER PLC (NEW) ADS (UL)	4,585.27	4,290.88
UNION PACIFIC CORP (UNP)	1,746.00	3,812.16
UNITED CONTINENTAL HLDGS INC (UAL)	4,810.31	6,755.89
UNITED RENTALS INC (URI)	4,210.47	3,774.37
UNITED THERAPEUTICS CORP (UTHR)	2,339.84	3,107.76

(continued)

Description	Cost	Current Value
VALEO SPONSORED ADR (VLEEY)	5,775.84	6,131.07
VALMONT INDUSTRIES (VMI)	1,423.84	1,270.00
VALSPAR CORP (VAL)	1,844.90	1,989.04
VENTAS INC (VTR)	2,943.09	3,226.50
VERIZON COMMUNICATIONS (VZ)	6,643.52	6,455.64
VERTEX PHARMACEUTICALS (VRTX)	1,749.52	2,257.20
VISA INC CL A (V)	5,019.06	6,030.60
VMWARE INC CLASS A (VMW)	1,219.34	1,072.76
VODACOM GROUP LIMITED (VDMCY)	1,894.25	1,742.64
VORNADO REALTY TRUST (VNO)	2,108.11	2,354.20
W W GRAINGER INC (GWW)	1,466.82	2,294.01
WABTEC (WAB)	2,408.29	2,519.81
WADDELL&REED FINCL INC CL A (WDR)	1,284.50	1,195.68
WALT DISNEY CO HLDG CO (DIS)	2,151.26	4,709.50
WASHINGTON PRIME GROUP INC (WPG)	607.67	551.04
WASTE MGMT INC (DELA) (WM)	6,469.25	7,184.80
WEICHAI PWR CO LTD UNSPON ADR (WEICY)	2,950.92	2,955.75
WEINGARTEN REALTY INV SBI (WRI)	2,908.51	3,003.12
WESTERN DIGITAL CORPORATION (WDC)	4,219.77	4,649.40
WESTERN UN CO (WU)	1,900.00	1,952.19
WESTLAKE CHEMICAL CORP (WLK)	2,456.93	1,649.43
WEYERHAEUSER CO (WY)	3,670.80	3,947.90
WHIRLPOOL CORP (WHR)	2,910.16	3,681.06
WHOLE FOODS MARKETS INC (WFM)	2,427.51	3,126.04
WILLIAMS SONOMA (WSM)	1,189.89	1,513.60
WOLSELEY PLC JERSEY SPNSRD ADR (WOSYY)	4,464.42	4,922.00
WOLTERS KLUWER NV SPON ADR (WTKWY)	4,037.36	4,392.00
WOOLWORTHS HLDGS LTD (WLWHY)	2,877.65	2,667.60
WORKDAY INC CL A (WDAY)	2,371.37	2,203.47
WYNDHAM WORLDWIDE CORP (WYN)	3,022.66	3,258.88
WYNN MACAU LTD UNSPON ADR (WYNMY)	3,256.67	2,435.13
XEROX CORP (XRX)	6,712.20	6,916.14
YPF SOCIEDAD ADS REP 1 CL-D SH (YPF)	4,320.99	3,414.63
Preferred Stock		
VALE S.A. SP (VALE'P)	2,064.50	1,335.84
ETFs & CEFs		
SPDR BARCLAYS CAPITAL 1-3 MONT (BIL)	46,471.84	46,471.84
SPDR TRUST SERIES 1 (SPY)	143,623.65	144,494.62
VANGUARD GROWTH ETF (VUG)	245,797.82	255,964.28
VANGUARD SHORT TERM BND (BSV)	129,272.38	128,719.50
VANGUARD VALUE ETF INDEX (VTV)	185,367.08	192,637.20

(continued)

Description	Cost	Current Value
Fixed Income Securities		
AMERICAN EXPRESS CREDIT	20,174.40	20,110.00
COCA-COLA CO	22,723.20	22,423.60
COMCAST CORP	20,460.20	20,324.00
COSTCO WHOLESALE CORP	22,249.80	21,886.00
JOHN DEERE CAPITAL CORP	20,247.80	20,054.40
JP MORGAN CHASE & CO	20,123.60	19,984.40
ORACLE CORP	19,981.40	19,928.80
PROCTER & GAMBLE CO	16,828.35	16,702.80
WELLS FARGO CO	22,680.80	22,246.20
ACCRUED INTEREST TOTAL		1,535.54
Government Securities		
FED HOME LN MTG CORP	20,541.64	20,477.60
FED HOME LN MTG CORP	25,363.77	25,256.25
FED NATL MTG ASSN	12,131.04	12,107.52
FED NATL MTG ASSN	22,304.41	22,224.62
UNITED STATES TREASURY NOTE	15,016.47	15,037.50
UNITED STATES TREASURY NOTE	15,554.94	15,657.45
UNITED STATES TREASURY NOTE	16,328.97	16,446.15
UNITED STATES TREASURY NOTE	19,723.50	19,807.80
UNITED STATES TREASURY NOTE	20,020.38	19,996.80
UNITED STATES TREASURY NOTE	20,033.66	20,057.80
UNITED STATES TREASURY NOTE	20,304.76	20,157.80
UNITED STATES TREASURY NOTE	20,375.06	20,306.20
UNITED STATES TREASURY NOTE	21,174.28	20,926.60
UNITED STATES TREASURY NOTE	21,350.06	21,320.40
UNITED STATES TREASURY NOTE	21,863.34	21,717.20
ACCRUED INTEREST TOTAL		1,710.74
Mutual Funds		
ALLIANCEBER SEL US LG/SHT ADV (ASYLX)	160,152.95	155,458.59
LOOMIS SAYLES BOND INST (LSBDX)	198,082.92	185,405.13
PIMCO COMMOD REAL RET STRATP	248,520.95	201,507.39

SCHEDULE OF REPORTABLE TRANSACTIONS

Form 5500, Schedule H, Part IV, Question (4j)
EIN: 20-0152733 Plan: 002
Year Ended December 31, 2014

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value on Transaction Date
Single Transactions					
VANGUARD	VANGUARD VALUE ETF INDEX	$ 81.21	$ -	$ 168,774.95	$ 168,774.95
VANGUARD	VANGUARD GROWTH ETF	100.17	-	224,594.59	224,594.59
FORWARD TACTICAL	FORWARD TACTICAL GROWTH ADV	-	25.99	192,515.95	201,238.59
HATTERAS	HATTERAS ALPHA HEDGED STR INST	-	11.89	168,629.98	189,026.99
ALLIANCEBER	ALLIANCEBER SEL US LG/SHT ADV	12.21	-	140,807.99	140,807.99
PIMCO	PIMCO COMMOD REAL RET STRATP	5.61	-	197,225.99	197,225.99
LOOMIS	LOOMIS SAYLESBOND INST	15.89	-	169,016.98	169,016.98
VIRTUS	VIRTUS INSIGHT EMERG MKTS I	-	10.75	131,097.84	151,211.96
Series of Transactions					
VANGUARD	VANGUARD VALUE ETF INDEX	81.21	-	168,774.95	168,774.95
VANGUARD	VANGUARD VALUE ETF INDEX	82.59	-	4,047.25	4,047.25
				172,822.20	172,822.20
VANGUARD	VANGUARD GROWTH ETF	100.17	-	224,594.59	224,594.59
VANGUARD	VANGUARD GROWTH ETF	101.45	-	5,782.71	5,782.71
				230,377.30	230,377.30
SPDR	SPDR TRUST SERIES 1	197.19	-	85,582.67	85,582.67
SPDR	SPDR TRUST SERIES 1	200.11	-	2,401.32	2,401.32
SPDR	SPDR TRUST SERIES 1	195.01	-	1,950.20	1,950.20
SPDR	SPDR TRUST SERIES 1	196.09	-	18,040.80	18,040.80
SPDR	SPDR TRUST SERIES 1	-	195.76	26,818.53	26,623.38
				134,793.52	134,598.37
SPDR	SPDR TRUST SERIES 1	-	193.40	17,550.36	17,212.21
SPDR	SPDR TRUST SERIES 1	-	190.00	17,747.56	17,100.36
SPDR	SPDR TRUST SERIES 1	192.73	-	26,019.28	26,019.28
SPDR	SPDR TRUST SERIES 1	200.97	-	26,126.15	26,126.15
SPDR	SPDR TRUST SERIES 1	201.90	-	40,784.79	40,784.79
SPDR	SPDR TRUST SERIES 1	206.98	-	2,069.80	2,069.80
SPDR	SPDR TRUST SERIES 1	-	202.38	46,244.01	47,560.14
				176,541.95	176,872.73
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	50,927.54	50,927.54
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.75	16,518.28	16,515.38
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	869.35	869.35
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	17,478.41	17,478.41
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	8,235.90	8,235.90
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.76	-	2,013.44	2,013.44
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.75	18,302.80	18,299.59
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	44,514.75	44,514.75
				158,860.47	158,854.36

(continued)

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value on Transaction Date
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	25,528.50	25,528.50
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.75	-	15,189.00	15,189.00
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.74	35,049.04	35,039.89
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.74	25,346.78	25,341.61
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.74	25,894.50	25,888.32
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.74	35,959.50	35,954.14
				162,967.32	162,941.46
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.74	-	47,895.02	47,895.02
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.74	-	37,278.10	37,278.10
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	45.74	-	37,826.98	37,826.98
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	-	45.73	36,459.61	36,446.48
				159,459.71	159,446.58
US TREASURY	US TSY NOTE 0875 17JA31	100.59	-	17,112.09	17,112.09
US TREASURY	US TSY NOTE 0875 17JA31	100.60	-	16,108.68	16,108.68
US TREASURY	US TSY NOTE 0875 17JA31	-	100.32	13,077.24	13,054.55
US TREASURY	US TSY NOTE 0875 17JA31	100.01	-	101,149.49	101,149.49
				147,447.50	147,424.81
US TREASURY	US TSY NOTE 0875 17JA31	100.05	-	5,009.09	5,009.09
US TREASURY	US TSY NOTE 0875 17JA31	-	100.41	37,123.44	37,284.54
US TREASURY	US TSY NOTE 0875 17JA31	-	100.30	15,002.99	15,108.75
US TREASURY	US TSY NOTE 0875 17JA31	-	100.18	74,016.29	74,140.29
US TREASURY	US TSY NOTE 0875 17JA31	100.16	-	20,055.54	20,055.54
				151,207.35	151,598.21
ALLIANCEBER	ALLIANCEBER SEL US LG/SHT ADV	12.21	-	140,807.99	140,807.99
ALLIANCEBER	ALLIANCEBER SEL US LG/SHT ADV	12.31	-	5,464.99	5,464.99
				146,272.98	146,272.98
US TREASURY	US TSY NOTE 1625 19MH31	100.59	-	45,365.49	45,365.49
US TREASURY	US TSY NOTE 1625 19MH31	-	100.53	10,059.02	10,078.84
US TREASURY	US TSY NOTE 1625 19MH31	-	99.90	15,088.53	15,039.83
US TREASURY	US TSY NOTE 1625 19MH31	100.21	-	26,158.54	26,158.54
US TREASURY	US TSY NOTE 1625 19MH31	100.07	-	17,098.05	17,098.05
US TREASURY	US TSY NOTE 1625 19MH31	-	99.65	63,187.00	63,127.27
				176,956.63	176,868.02
PIMCO	PIMCO COMMOD REAL RET STRATP	5.61	-	197,225.99	197,225.99
PIMCO	PIMCO COMMOD REAL RET STRATP	5.57	-	9,974.99	9,974.99
				207,200.98	207,200.98
LOOMIS	LOOMIS SAYLESBOND INST	15.89	-	169,016.98	169,016.98
LOOMIS	LOOMIS SAYLESBOND INST	15.85	-	8,156.98	8,156.98
				177,173.96	177,173.96

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Plan: ► GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
Employer Identification Number (EIN): ► 20-0152733 Three-digit plan number: ► 002
For the plan year beginning/ending: ► 01-01-2014 / 12-31-201

(a) Identity of party involved	**(b)**Description of asset (include interest rate and maturity in case of a loan)	**(c)** Purchase Price	**(d)** Selling price	**(e)** Lease rental	**(f)** Expense incurred with transaction	**(g)** Cost of asset	**(h)** Current value of asset on transaction date	**(i)** Net gain or (loss)
VANGUARD	VANGUARD VALUE ETF INDEX	168,775	0	0	0	168,775	168,775	0
VANGUARD	VANGUARD GROWTH ETF	224,595	0	0	0	224,595	224,595	0
FORWARD TACTICAL	FORWARD TACTICAL GROWTH ADV	0	201,239	0	0	192,516	201,239	8,723
HATTERAS	HATTERAS ALPHA HEDGED STR INST	0	189,027	0	0	168,630	189,027	20,397
ALLIANCEBER	ALLIANCEBER SEL US LG/SHT ADV	140,808	0	0	0	140,808	140,808	0
PIMCO	PIMCO COMMOD REAL RET STRATP	197,226	0	0	0	197,226	197,226	0
LOOMIS	LOOMIS SAY LESBOND INST	169,017	0	0	0	169,017	169,017	0
VIRTUS	VIRTUS INSIGHT EMERG MKTS I	0	151,212	0	0	131,098	151,212	20,114
VANGUARD	VANGUARD VALUE ETF INDEX	172,822	0	0	0	172,822	172,822	0
VANGUARD	VANGUARD GROWTH ETF	230,377	0	0	0	230,377	230,377	0
SPDR	SPDR TRUST SERIES 1	107,975	26,623	0	0	134,794	134,598	(195)
SPDR	SPDR TRUST SERIES 1	95,000	81,873	0	0	176,542	176,873	331
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	124,039	34,815	0	0	158,860	158,854	(6)
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	40,718	122,224	0	0	162,967	162,941	(26)
SPDR	SPDR BARCLAYSCAPITAL 1-3 MONT	123,000	36,446	0	0	159,460	159,447	(13)
US TREASURY	US TSY NOTE 0875 17JA31	134,370	13,055	0	0	147,448	147,425	(23)
US TREASURY	US TSY NOTE 0875 17JA31	25,065	126,534	0	0	151,207	151,598	391
ALLIANCEBER	ALLIANCEBER SEL US LG/SHT ADV	146,273	0	0	0	146,273	146,273	0
US TREASURY	US TSY NOTE 1625 19MH31	88,622	88,246	0	0	176,957	176,868	(89)
PIMCO	PIMCO COMMOD REAL RET STRATP	207,201	0	0	0	207,201	207,201	0
LOOMIS	LOOMIS SAY LESBOND INST	177,174	0	0	0	177,174	177,174	0

Schedule C, Line 2(h)
Formula Description

Name of Plan:

► GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Employer Identification Number:► 20-0152733

For plan year (beginning/ending):► 01/01/2014 - 12/31/2014 Plan number:► 002

Summary of Potentially Eligible Indirect Compensation

DOL CODE(S)	DOL CODE DESCRIPTION(S)	FEE DESCRIPTION	SOURCE NAME	SOURCE EIN	AMOUNT ($)	METHODOLOGY/FORMULA
15, 64	Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees	Administrative Service Fee(s)	HATTERAS FUNDS HATTERAS ALPHA HEDGED STR INST	Not Available	-	Annual rate of $21.00 per position calculated quarterly (during CDSC period) or $18.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged the month after a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only).
15, 64	Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees	Administrative Service Fee(s)	FORWARD EMERALD FUNDS FORWARD TACTICAL GROWTH ADV	Not Available	-	Annual rate of $21.00 per position calculated quarterly (during CDSC period) or $18.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged in the month a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only).
15, 64	Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees	Administrative Service Fee(s)	PIMCO INSTITUTIONAL FUNDS PIMCO COMMOD REAL RET STRATP	Not Available	-	Annual rate of $19.00 per position calculated quarterly (during CDSC period) or $16.00 per position calculated quarterly (after CDSC period ends).Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only).
15, 64	Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees	Administrative Service Fee(s)	VIRTUS VIRTUS INSIGHT EMERG MKTS I	Not Available	-	Annual rate of $21.00 per position calculated quarterly (during CDSC period) or up to $21.00 per position calculated quaterly (after CDSC period ends). $3.00 per position is charged the month after a position is closed (applicable to non-advisory accounts only). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only).
15, 64	Recordkeeping and information management (computing, tabulating, data processing, etc.), Recordkeeping fees	Administrative Service Fee(s)	ALLIANCE BERNSTEIN FUNDS AB SEL US LG-SHT ADV	Not Available	-	Annual rate of $19.00 per position calculated quarterly (during CDSC period) or $16.00 per position calculated quaterly (after CDSC period ends). Annual rate of 0.10% of average daily assets (applicable to Fund Solution retirement positions only).

DOL CODE(S)	DOL CODE DESCRIPTION(S)	FEE DESCRIPTION	SOURCE NAME	SOURCE EIN	AMOUNT ($)	METHODOLOGY/FORMULA
33, 49, 55	Securities brokerage, Other services, Other commissions	BDP Income	Morgan Stanley Trust	22-3458456	-	Prior to February 18, 2014, 0.39% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. After and including February 18, 2014, 0.37% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. Morgan Stanley does not receive any compensation from the MS Banks for BDP deposits held by "retirement" advisory accounts.
33, 49, 55	Securities brokerage, Other services, Other commissions	BDP Income	Morgan Stanley Bank N.A.	36-3707380	-	Prior to February 18, 2014, 0.39% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. After and including February 18, 2014, 0.37% + Fed Funds Effective Rate calculated on the average daily deposit balances minus the blended client interest rate. Morgan Stanley does not receive any compensation from the MS Banks for BDP deposits held by "retirement" advisory accounts.
Summary of Other Reportable Indirect Compensation						
DOL CODE(S)	DOL CODE DESCRIPTION(S)	FEE DESCRIPTION	SOURCE NAME	SOURCE EIN	AMOUNT ($)	METHODOLOGY/FORMULA
49, 99	Other services, Other fees	Revenue Sharing [Mutual Funds]	VIRTUS VIRTUS INSIGHT EMERG MKTS I	Not Available	-	Annual rate of up to 0.160% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2014 (applicable to non-advisory accounts only).
49, 99	Other services, Other fees	Revenue Sharing [Mutual Funds]	PIMCO INSTITUTIONAL FUNDS PIMCO COMMOD REAL RET STRATP	Not Available	-	Annual rate of 0.160% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2014 (applicable to non-advisory accounts only).
49, 99	Other services, Other fees	Revenue Sharing [Mutual Funds]	ALLIANCE BERNSTEIN FUNDS AB SEL US LG-SHT ADV	Not Available	-	Annual rate of 0.160% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2014 (applicable to non-advisory accounts only).
49, 99	Other services, Other fees	Revenue Sharing [Mutual Funds]	HATTERAS FUNDS HATTERAS ALPHA HEDGED STR INST	Not Available	-	Annual rate of 0.160% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2014 (applicable to non-advisory accounts only).
49, 99	Other services, Other fees	Revenue Sharing [Mutual Funds]	FORWARD EMERALD FUNDS FORWARD TACTICAL GROWTH ADV	Not Available	-	Annual rate of 0.160% of the average quarter-end assets invested by eligible Morgan Stanley clients in equity and fixed income funds in 2014 (applicable to non-advisory accounts only).

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

Name of Plan:

► GUTHRIE & HUEBNER COMPANY, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Employer Identification Number:► 20-0152733

For plan year (beginning/ending):► 01/01/2014 - 12/31/2014 Plan number:► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Guthrie & Huebner Company, Inc.	14,792,897 Shares of Common Stock	22,622,555	51,775,140
	MorganStanley SmithBarney	Cash Equivalents		114,165
	ABBOTT LABORATORIES (ABT)	Equity Securities Common Stock	3,466	4,052
	ABERCROMBIE & FITCH CO (ANF)	Equity Securities Common Stock	852	601
	ACTAVIS PLC (ACT)	Equity Securities Common Stock	4,176	4,376
	ACTELION LTD UNSPON ADR (ALIOY)	Equity Securities Common Stock	2,746	2,636
	ADOBE SYSTEMS (ADBE)	Equity Securities Common Stock	3,410	3,490
	AFFILIATED MGRS GROUP INC (AMG)	Equity Securities Common Stock	2,746	2,971
	AGILENT TECHNOLOGIES (A)	Equity Securities Common Stock	2,419	2,375
	AIRBUS GROUP (EADSY)	Equity Securities Common Stock	4,603	3,825
	AIRGAS INC (ARG)	Equity Securities Common Stock	2,646	2,764
	AKBANK TURK ANONIM SIRKETI ADR	Equity Securities Common Stock	3,032	3,118
	ALEXANDRIA REAL ESTATE EQ INC (ARE)	Equity Securities Common Stock	4,474	5,058
	ALEXION PHARM INC (ALXN)	Equity Securities Common Stock	8,542	9,252
	ALIBABA GROUP HLDG LTD (BABA)	Equity Securities Common Stock	4,102	4,469
	ALLIED WORLD ASSUR CO HLDG LTD (AWH)	Equity Securities Common Stock	1,571	1,631
	ALLSTATE CORP (ALL)	Equity Securities Common Stock	6,240	7,166
	ALTISOURCE RESIDENTIAL CORP B (RESI)	Equity Securities Common Stock	620	524
	AMAZON COM INC (AMZN)	Equity Securities Common Stock	5,973	5,586
	AMBEV S A SPONSORED ADR (ABEV)	Equity Securities Common Stock	4,795	4,373
	AMERICAN HOMES 4 RENT (AMH)	Equity Securities Common Stock	547	528
	AMERICAN TOWER REIT COM (AMT)	Equity Securities Common Stock	2,684	2,669
	AMERISOURCEBERGEN CORP (ABC)	Equity Securities Common Stock	1,572	1,533
	AMREIT INC CL B (AMRE)	Equity Securities Common Stock	3,355	3,769
	ANGLO AMERICAN PLC ADR NEW (AAUKY)	Equity Securities Common Stock	2,610	2,196
	ANHEUSER BUSCH INBEV SA SPON (BUD)	Equity Securities Common Stock	13,464	14,377
	AON PLC SHS CL-A (AON)	Equity Securities Common Stock	2,433	2,655
	APARTMENT INVT & MGMT CO A (AIV)	Equity Securities Common Stock	2,886	3,195
	APOLLO GROUP INC A (APOL)	Equity Securities Common Stock	1,175	1,433
	APPLE INC (AAPL)	Equity Securities Common Stock	7,282	12,583
	ARCHER DANIELS MIDLAND (ADM)	Equity Securities Common Stock	6,894	7,228
	ARM HOLDINGS PLC ADS (ARMH)	Equity Securities Common Stock	2,154	2,222
	ASHTEAD GROUP PLC ADR (ASHTY)	Equity Securities Common Stock	4,514	5,091
	ASSA ABLOY AB UNSP ADR (ASAZY)	Equity Securities Common Stock	7,359	7,856
	ASSOC BRITISH FDS PLC ADR-NEW (ASBFY)	Equity Securities Common Stock	4,381	4,502
	AT&T INC (T)	Equity Securities Common Stock	6,856	6,651
	ATLANTIA SPA UNSPONS ADR (ATASY)	Equity Securities Common Stock	5,455	5,207

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	AUTOZONE INC (AZO)	Equity Securities Common Stock	2,670	3,096
	AVALONBAY COMM INC (AVB)	Equity Securities Common Stock	3,346	3,595
	AVIS BUDGET GROUP COM (CAR)	Equity Securities Common Stock	2,225	2,189
	BAIDU INC ADS (BIDU)	Equity Securities Common Stock	5,080	5,243
	BANCO DO BRASIL SA SPON ADR (BDORY)	Equity Securities Common Stock	5,981	4,271
	BANCO MACRO S.A. SPONS ADR (BMA)	Equity Securities Common Stock	2,136	2,536
	BANK OF NEW YORK MELLON CORP (BK)	Equity Securities Common Stock	6,552	6,897
	BAXTER INTL INC (BAX)	Equity Securities Common Stock	7,012	6,889
	BAYER AG SPON ADR (BAYRY)	Equity Securities Common Stock	9,703	11,768
	BAYERISCHE MOTOREN WERKE AG (BAMXY)	Equity Securities Common Stock	3,914	3,598
	BB & T CORP (BBT)	Equity Securities Common Stock	6,716	7,117
	BB SEGURIDADE PARTICIPACOES (BBSEY)	Equity Securities Common Stock	4,286	3,421
	BED BATH & BEYOND INC (BBBY)	Equity Securities Common Stock	3,545	4,266
	BG GROUP PLC (BRGYY)	Equity Securities Common Stock	5,195	3,380
	BHP BILLITON LTD (BHP)	Equity Securities Common Stock	5,667	4,779
	BIDVEST GROUP LTD SPONS ADR (BDVSY)	Equity Securities Common Stock	2,007	1,943
	BIOGEN IDEC INC (BIIB)	Equity Securities Common Stock	6,835	6,789
	BIOMARIN PHARMAC SE (BMRN)	Equity Securities Common Stock	2,657	3,435
	BNP PARIBAS SP ADR REPSTG (BNPQY)	Equity Securities Common Stock	11,058	8,667
	BOEING CO (BA)	Equity Securities Common Stock	1,984	3,379
	BOSTON PROPERTIES INC (BXP)	Equity Securities Common Stock	3,894	4,118
	BRANDYWINE REALTY TR SBI NEW (BDN)	Equity Securities Common Stock	3,067	3,148
	BRISTOL MYERS SQUIBB CO (BMY)	Equity Securities Common Stock	3,308	5,195
	BRITISH AMER TOB SPON ADR (BTI)	Equity Securities Common Stock	9,270	9,704
	BROADCOM CORP CL A (BRCM)	Equity Securities Common Stock	6,134	6,976
	C R BARD INC NJ (BCR)	Equity Securities Common Stock	2,121	2,333
	CAMDEN PROPERTY TRUST (CPT)	Equity Securities Common Stock	2,782	3,249
	CAMERON INTNL CORP (CAM)	Equity Securities Common Stock	3,028	2,348
	CAMPBELL SOUP (CPB)	Equity Securities Common Stock	1,316	1,320
	CARDINAL HEALTH INC (CAH)	Equity Securities Common Stock	9,365	10,495
	CARLSBERG AS (CABGY)	Equity Securities Common Stock	3,568	2,847
	CBL & ASSOC PPTYS INC (CBL)	Equity Securities Common Stock	2,144	2,194
	CDN PACIFIC RY LTD NEW (CP)	Equity Securities Common Stock	3,540	3,468
	CELGENE CORP (CELG)	Equity Securities Common Stock	3,932	5,593
	CHEVRON CORP (CVX)	Equity Securities Common Stock	6,442	6,731
	CHINA CONSTRUCTION BANK CORP (CICHY)	Equity Securities Common Stock	6,078	6,547
	CHINA MOBILE LTD (CHL)	Equity Securities Common Stock	5,274	5,059
	CHINA SHENHUA ENERGY LTD ADR (CSUAY)	Equity Securities Common Stock	2,628	2,606
	CHIPOTLE MEXICAN GRILL INC COM (CMG)	Equity Securities Common Stock	2,735	2,738
	CIELO SA SPONSORED ADR NEW (CIOXY)	Equity Securities Common Stock	4,317	3,616

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	CINTAS CORP (CTAS)	Equity Securities Common Stock	980	1,726
	CISCO SYS INC (CSCO)	Equity Securities Common Stock	6,588	7,454
	CITRIX SYSTEMS INC (CTXS)	Equity Securities Common Stock	2,186	2,105
	CLICKS GROUP LTD SPONS ADR (CLCGY)	Equity Securities Common Stock	2,722	2,993
	CNOOC LTD ADS (CEO)	Equity Securities Common Stock	3,751	2,844
	COACH INC (COH)	Equity Securities Common Stock	2,320	2,404
	COCA-COLA ENTERPRISES INC. NEW (CCE)	Equity Securities Common Stock	2,697	2,521
	COGNIZANT TECH SOLUTIONS CL A (CTSH)	Equity Securities Common Stock	1,156	1,317
	COMMERCIAL INTL BNK LTD SP ADR (CIBEY)	Equity Securities Common Stock	2,197	2,346
	COMPAGNIE FIN RICHEMONTAG ADR (CFRUY)	Equity Securities Common Stock	3,940	4,772
	COMPANHIA ENERGY DE MIN SP ADR (CIG)	Equity Securities Common Stock	3,827	2,604
	CONAGRA FOODS INC (CAG)	Equity Securities Common Stock	2,900	3,301
	CONCHO RES INC (CXO)	Equity Securities Common Stock	2,891	2,294
	CONOCOPHILLIPS (COP)	Equity Securities Common Stock	5,612	6,768
	COPA HOLDINGS,S.A. CLA A (CPA)	Equity Securities Common Stock	1,885	1,555
	COSTCO WHOLESALE CORP NEW (COST)	Equity Securities Common Stock	3,559	4,253
	CVS HEALTH CORP COM (CVS)	Equity Securities Common Stock	4,133	7,512
	DAIKIN INDS LTD UNSPON ADR (DKILY)	Equity Securities Common Stock	7,905	7,752
	DAIWA HOUSE IND LTD ADR (DWAHY)	Equity Securities Common Stock	8,363	8,016
	DELTA AIR LINES INC NEW (DAL)	Equity Securities Common Stock	375	590
	DICKS SPORTING GOODS INC (DKS)	Equity Securities Common Stock	1,006	1,142
	DIGITAL REALTY TRUST INC (DLR)	Equity Securities Common Stock	3,372	3,381
	DOUGLAS EMMETT INC (DEI)	Equity Securities Common Stock	3,366	3,351
	DOVER CORP (DOV)	Equity Securities Common Stock	4,718	3,873
	DR PEPPER SNAPPLE GROUP INC (DPS)	Equity Securities Common Stock	3,683	4,301
	DRILL-QUIP INC (DRQ)	Equity Securities Common Stock	1,361	1,074
	DU PONT EI DE NEMOURS & CO (DD)	Equity Securities Common Stock	6,318	7,098
	DUN & BRADSTREET CP NEW (DNB)	Equity Securities Common Stock	2,844	2,903
	DUNKIN BRANDS GROUP INC (DNKN)	Equity Securities Common Stock	833	810
	EASTGROUP PROPERTIES INC (EGP)	Equity Securities Common Stock	3,124	3,103
	EDISON INTERNATIONAL (EIX)	Equity Securities Common Stock	6,309	7,203
	EDWARD LIFESCIENCES CORP (EW)	Equity Securities Common Stock	1,755	1,783
	ELECTRONIC ARTS INC (EA)	Equity Securities Common Stock	2,759	3,526
	EPR PPTYS COM (EPR)	Equity Securities Common Stock	4,128	4,265
	EQT CORPORATION COM NEW (EQT)	Equity Securities Common Stock	1,794	1,438
	EQUITY LIFESTYLE PROPERTIES (ELS)	Equity Securities Common Stock	2,001	2,268
	EQUITY ONE INC (EQY)	Equity Securities Common Stock	1,317	1,420
	ESSEX PROPERTY TRUST INC (ESS)	Equity Securities Common Stock	3,629	3,925
	ESTEE LAUDER CO INC CL A (EL)	Equity Securities Common Stock	3,663	3,658
	EXPEDIA INC NEW (EXPE)	Equity Securities Common Stock	2,834	2,817

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	F5 NETWORKS INC (FFIV)	Equity Securities Common Stock	1,966	2,479
	FACEBOOK INC CL-A (FB)	Equity Securities Common Stock	8,367	8,738
	FEDL RLTY INVT TRUST S B I (FRT)	Equity Securities Common Stock	4,104	4,404
	FIREEYE INC (FEYE)	Equity Securities Common Stock	1,466	1,453
	FISERV INC WISCONSIN (FISV)	Equity Securities Common Stock	3,899	4,329
	FLEETCOR TECHNOLOGIES (FLT)	Equity Securities Common Stock	2,509	2,974
	FLOWSERVE CORP (FLS)	Equity Securities Common Stock	2,085	1,675
	FOSSIL GROUP INC COM (FOSL)	Equity Securities Common Stock	2,350	2,436
	FRESENIUS SE & CO SPN ADR (FSNUY)	Equity Securities Common Stock	5,464	5,759
	GAP INC (GPS)	Equity Securities Common Stock	3,180	3,200
	GAZPROM O A O SPON ADR (OGZPY)	Equity Securities Common Stock	3,687	2,288
	GENUINE PARTS CO (GPC)	Equity Securities Common Stock	3,283	4,050
	GEO GROUP INC COM NEW (GEO)	Equity Securities Common Stock	2,026	2,179
	GILEAD SCIENCE (GILD)	Equity Securities Common Stock	1,983	3,488
	GLOBAL PAYMENT INC (GPN)	Equity Securities Common Stock	2,083	2,341
	GOODYEAR TIRE & RUBBER (GT)	Equity Securities Common Stock	2,282	2,571
	GOOGLE INC CL C (GOOG)	Equity Securities Common Stock	2,085	3,685
	GOOGLE INC-CL A (GOOGL)	Equity Securities Common Stock	2,085	3,715
	GRAMERCY PROPERTY TRUST INC (GPT)	Equity Securities Common Stock	2,655	3,105
	HALLIBURTON CO (HAL)	Equity Securities Common Stock	9,520	6,568
	HASBRO INC (HAS)	Equity Securities Common Stock	2,709	2,859
	HCA HOLDINGS INC (HCA)	Equity Securities Common Stock	2,545	2,715
	HCP INCORPORATED (HCP)	Equity Securities Common Stock	2,536	2,642
	HEALTH CARE REIT INC (HCN)	Equity Securities Common Stock	3,884	4,465
	HELMERICH & PAYNE (HP)	Equity Securities Common Stock	2,569	1,820
	HENRY SCHEIN INC (HSIC)	Equity Securities Common Stock	1,992	3,404
	HERBALIFE (HLF)	Equity Securities Common Stock	1,704	1,282
	HILLROM HOLDINGS (HRC)	Equity Securities Common Stock	257	274
	HOSPIRA INC (HSP)	Equity Securities Common Stock	770	858
	HOSPITALITY PPTYS TR COM SBI (HPT)	Equity Securities Common Stock	4,712	5,022
	HOST HOTEL & RESORTS INC (HST)	Equity Securities Common Stock	5,597	5,943
	ILLUMINA INC (ILMN)	Equity Securities Common Stock	3,776	4,061
	IMPERIAL HLDGS LTD ADR (IHLDY)	Equity Securities Common Stock	2,995	2,678
	INCYTE CORP (INCY)	Equity Securities Common Stock	722	1,024
	INFORMA PLC (IFJPY)	Equity Securities Common Stock	6,384	5,531
	INGERSOLL-RAND PLC SHS (IR)	Equity Securities Common Stock	2,901	2,979
	INGREDION INC COM (INGR)	Equity Securities Common Stock	955	1,103
	INTEL CORP (INTC)	Equity Securities Common Stock	6,588	6,968
	INTERNATIONAL PAPER CO (IP)	Equity Securities Common Stock	1,213	1,340
	JAPAN TOB INC (JAPAY)	Equity Securities Common Stock	5,151	4,229

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	JOHNSON & JOHNSON (JNJ)	Equity Securities Common Stock	4,628	6,588
	JOHNSON CONTROLS INCORPORATED (JCI)	Equity Securities Common Stock	6,866	6,961
	JOY GLOBAL INC (JOY)	Equity Securities Common Stock	3,176	2,373
	KB FINANCIAL GRP INC SONS ADR (KB)	Equity Securities Common Stock	4,389	3,621
	KDDI CORP UNSPON ADR (KDDIY)	Equity Securities Common Stock	8,486	9,132
	KIMBERLY CLARK SPON ADR (KCDMY)	Equity Securities Common Stock	2,910	2,428
	KOC HLDG AS UNSPON ADR (KHOLY)	Equity Securities Common Stock	4,240	4,592
	KOHLS CORPORATION WISC (KSS)	Equity Securities Common Stock	1,624	1,709
	KOMATSU LTD SPON ADR NEW (KMTUY)	Equity Securities Common Stock	4,324	4,364
	KRAFT FOODS GROUP INC COM (KRFT)	Equity Securities Common Stock	6,357	7,269
	KROGER CO (KR)	Equity Securities Common Stock	4,246	5,394
	L BRANDS INC COM (LB)	Equity Securities Common Stock	1,135	1,558
	LABORATORY CP AMER HLDGS NEW (LH)	Equity Securities Common Stock	2,866	3,021
	LEAR CORP (LEA)	Equity Securities Common Stock	1,864	1,864
	LEXINGTON REALTY TRUST (LXP)	Equity Securities Common Stock	2,867	2,877
	LINKEDIN CORP-A (LNKD)	Equity Securities Common Stock	4,395	4,594
	LLOYDS BANKING GROUP PLC (LYG)	Equity Securities Common Stock	9,250	8,603
	LOCALIZA RENT A CAR SA SPON (LZRFY)	Equity Securities Common Stock	5,757	4,867
	LOWES COMPANIES INC (LOW)	Equity Securities Common Stock	5,955	8,118
	LTC PROPERTIES INC (LTC)	Equity Securities Common Stock	2,366	2,504
	MACY'S INC (M)	Equity Securities Common Stock	4,166	4,668
	MAKITA CORPORATION LTD ADR NEW (MKTAY)	Equity Securities Common Stock	6,474	5,181
	MARATHON OIL CO (MRO)	Equity Securities Common Stock	8,430	6,478
	MARRIOTT INTL INC NEW CL A (MAR)	Equity Securities Common Stock	5,206	5,774
	MARSH & MCLENNAN COS INC (MMC)	Equity Securities Common Stock	6,229	6,869
	MASTERCARD INC CL A (MA)	Equity Securities Common Stock	7,462	8,358
	MATTEL INC (MAT)	Equity Securities Common Stock	2,970	2,754
	MCGRAW HILL FINANCIAL INC COM (MHFI)	Equity Securities Common Stock	3,602	3,737
	MEAD JOHNSON NUTRITION COMPANY (MJN)	Equity Securities Common Stock	1,229	1,307
	MEDIOLANUM SPA UNSPON ADR (MDLAY)	Equity Securities Common Stock	5,330	4,860
	MERCK & CO INC NEW COM (MRK)	Equity Securities Common Stock	4,872	6,474
	MICHAEL KORS HOLDINGS LTD (KORS)	Equity Securities Common Stock	3,719	3,530
	MICROCHIP TECHNOLOGY INC (MCHP)	Equity Securities Common Stock	2,013	1,940
	MOBILE TELESYSTEMS OJSC (MBT)	Equity Securities Common Stock	4,251	1,702
	MONDELEZ INTL INC COM (MDLZ)	Equity Securities Common Stock	9,382	9,517
	MONMOUTH RL EST INVT CP A (MNR)	Equity Securities Common Stock	1,023	1,074
	MONSANTO CO/NEW (MON)	Equity Securities Common Stock	2,516	4,062
	MORGAN STANLEY (MS)	Equity Securities Common Stock	2,727	3,647
	MOTOROLA SOLUTIONS INC (MSI)	Equity Securities Common Stock	2,504	2,750
	NATIONAL RETAIL PROPERTIES I (NNN)	Equity Securities Common Stock	2,948	3,110

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	NEDBANK GRP LTD SPON ADR (NDBKY)	Equity Securities Common Stock	2,668	2,681
	NETAPP INC COM (NTAP)	Equity Securities Common Stock	4,277	4,311
	NETEASE.COM INC ADS (NTES)	Equity Securities Common Stock	5,655	6,246
	NETFLIX INC (NFLX)	Equity Securities Common Stock	3,649	2,733
	NIKE INC B (NKE)	Equity Securities Common Stock	4,450	5,384
	NORDSTROM INC (JWN)	Equity Securities Common Stock	2,379	2,858
	NORTHROP GRUMMAN CP(HLDG CO) (NOC)	Equity Securities Common Stock	6,214	7,222
	NOVARTIS AG ADR (NVS)	Equity Securities Common Stock	14,445	17,235
	NOVO NORDISK A/S ADR (NVO)	Equity Securities Common Stock	12,272	11,511
	NU SKIN ENTERPRISE INC A (NUS)	Equity Securities Common Stock	945	830
	NXP SEMICONDUCTORS NV (NXPI)	Equity Securities Common Stock	3,631	3,896
	OCCIDENTAL PETROLEUM CORP DE (OXY)	Equity Securities Common Stock	7,676	6,771
	OCEANEERING INTL INC (OII)	Equity Securities Common Stock	1,281	1,353
	OIL CO LUKOIL SPN ADR (LUKOY)	Equity Securities Common Stock	2,314	1,611
	O'REILLY AUTOMOTIVE INC NEW (ORLY)	Equity Securities Common Stock	2,412	4,623
	ORIFLAME COSMETICS SA SPON ADR (ORFLY)	Equity Securities Common Stock	1,654	1,117
	PACCAR INC (PCAR)	Equity Securities Common Stock	1,887	1,904
	PERRIGO CO LTD (PRGO)	Equity Securities Common Stock	1,288	1,337
	PFIZER INC (PFE)	Equity Securities Common Stock	4,323	6,822
	PHILIPPINE LG DIST TEL SPN ADR (PHI)	Equity Securities Common Stock	4,115	3,608
	POLARIS INDUSTRIES INC (PII)	Equity Securities Common Stock	2,086	2,117
	PPC LIMITED UNSPON ADR (PPCYY)	Equity Securities Common Stock	2,095	1,677
	PRECISION CASTPARTS CORP (PCP)	Equity Securities Common Stock	1,831	3,372
	PRICELINE.COM INC NEW (PCLN)	Equity Securities Common Stock	3,843	3,421
	PRUDENTIAL PLC ADR (PUK)	Equity Securities Common Stock	11,547	12,466
	PT ASTRA INTERNATIONAL TBK ADR (PTAIY)	Equity Securities Common Stock	3,699	3,457
	PT BK MANDIRI PERSERO TBK UNSP (PPERY)	Equity Securities Common Stock	4,210	4,114
	PT SEMEN GRESIK PERSERO ADR (PSGTY)	Equity Securities Common Stock	3,199	2,947
	PT TELEKOMUNIKASI INDONESIA (TLK)	Equity Securities Common Stock	4,112	3,980
	PT UNITED TRACTORS ADR (PUTKY)	Equity Securities Common Stock	2,604	1,814
	PUBLIC STORAGE (PSA)	Equity Securities Common Stock	6,961	8,133
	PVH CORPORATION (PVH)	Equity Securities Common Stock	3,299	3,717
	QUEST DIAGNOSTICS INC (DGX)	Equity Securities Common Stock	9,354	10,193
	RALPH LAUREN CORP CL A (RL)	Equity Securities Common Stock	1,449	1,666
	RAYTHEON CO (NEW) (RTN)	Equity Securities Common Stock	6,067	6,923
	REALTY INCOME CORP (O)	Equity Securities Common Stock	3,287	3,483
	RED ELECTRICA CORPORACION SA (RDEIY)	Equity Securities Common Stock	3,792	3,963
	RED HAT INC (RHT)	Equity Securities Common Stock	2,785	3,180
	REXAM PLC (REXMY)	Equity Securities Common Stock	6,968	5,818
	ROCK TENN CO CL A (RKT)	Equity Securities Common Stock	2,735	3,476

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	ROCKWELL AUTOMATION INC (ROK)	Equity Securities Common Stock	2,067	2,002
	ROGERS COMM INC CL B (BC) (RCI)	Equity Securities Common Stock	6,463	6,412
	ROLLS ROYCE HOLDINGS PLC (RYCEY)	Equity Securities Common Stock	7,395	5,711
	ROYAL CARIBBEAN CRUISES LTD (RCL)	Equity Securities Common Stock	2,047	2,638
	ROYAL DUTCH SHELL PLC (RDS'A)	Equity Securities Common Stock	8,289	7,632
	ROYAL KPN NV SPONS ADR (KKPNY)	Equity Securities Common Stock	3,555	3,339
	RYANAIR HLDGS PLC ADR (RYAAY)	Equity Securities Common Stock	5,427	7,127
	RYOHIN KEIKAKU CO LTD ADR (RYKKY)	Equity Securities Common Stock	2,969	2,921
	SALESFORCE.COM,INC. (CRM)	Equity Securities Common Stock	4,360	4,685
	SAMPO OYJ UNSPON ADR (SAXPY)	Equity Securities Common Stock	6,803	6,516
	SANDISK CORP (SNDK)	Equity Securities Common Stock	3,682	3,821
	SANDS CHINA LTD UNSPONSORE ADR (SCHYY)	Equity Securities Common Stock	5,089	4,038
	SANLAM LTD ADR (SLLDY)	Equity Securities Common Stock	2,860	2,858
	SBA COMMUNICATIONS CORP (SBAC)	Equity Securities Common Stock	1,979	1,994
	SBERBANK RUSSIA SPONSORED ADR (SBRCY)	Equity Securities Common Stock	4,887	2,254
	SCHLUMBERGER LTD (SLB)	Equity Securities Common Stock	4,984	4,100
	SENIOR HSG PPTY TR SBI (SNH)	Equity Securities Common Stock	2,201	2,100
	SEVEN & I HLDGS CO LTD ADR (SVNDY)	Equity Securities Common Stock	8,342	7,104
	SHERWIN WILLIAMS COMPANY OHIO (SHW)	Equity Securities Common Stock	842	1,578
	SHINHAN FINANCIAL GROUP CO LTD (SHG)	Equity Securities Common Stock	4,962	3,999
	SHIRE PLC ADR (SHPG)	Equity Securities Common Stock	7,202	8,077
	SHOPRITE HLDGS LTD SPONSORED A (SRGHY)	Equity Securities Common Stock	2,142	2,169
	SIGNET JEWELERS LIMITED (SIG)	Equity Securities Common Stock	3,878	4,737
	SILVER BAY REALTY TRUST CP (SBY)	Equity Securities Common Stock	537	546
	SIMON PPTY GROUP INC (SPG)	Equity Securities Common Stock	8,910	10,380
	SKYWORKS SOLUTIONS INC (SWKS)	Equity Securities Common Stock	1,917	3,708
	SM ENERGY COMPANY (SM)	Equity Securities Common Stock	2,096	1,080
	SOFTBANK CORP UNSPONS ADR (SFTBY)	Equity Securities Common Stock	9,676	8,138
	SOUTHWEST AIRLINES (LUV)	Equity Securities Common Stock	1,817	1,947
	SOUTHWESTERN ENERGY COMPANY (SWN)	Equity Securities Common Stock	2,355	1,637
	SPLUNK INC (SPLK)	Equity Securities Common Stock	1,866	2,299
	ST JUDE MEDICAL INC (STJ)	Equity Securities Common Stock	2,104	2,146
	STANDARD BANK GROUP LTD SPON (SGBLY)	Equity Securities Common Stock	2,632	2,491
	STANLEY BLACK & DECKER INC (SWK)	Equity Securities Common Stock	2,532	2,690
	STARBUCKS CORP WASHINGTON (SBUX)	Equity Securities Common Stock	1,941	3,364
	SUMITOMO MITSUI FINL GROUP INC (SMFG)	Equity Securities Common Stock	9,357	8,510
	SUMITOMO MITSUI TR HLDGS INC (SUTNY)	Equity Securities Common Stock	2,759	2,515
	SWATCH GROUP AG ADR THE UNSPON (SWGAY)	Equity Securities Common Stock	3,888	3,230
	SWEDBANK AB SPONS ADR (SWDBY)	Equity Securities Common Stock	8,201	7,945
	SYMANTEC CORP (SYMC)	Equity Securities Common Stock	3,563	3,746

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	T ROWE PRICE GROUP INC (TROW)	Equity Securities Common Stock	2,594	2,833
	TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	Equity Securities Common Stock	4,690	6,266
	TANGER FACTORY OUTLET CENTERS (SKT)	Equity Securities Common Stock	3,149	3,363
	TESLA MOTORS INC (TSLA)	Equity Securities Common Stock	2,341	2,002
	TEVA PHARMACEUTICALS ADR (TEVA)	Equity Securities Common Stock	9,521	11,099
	TIFFANY & COMPANY NEW (TIF)	Equity Securities Common Stock	3,325	3,526
	TIGER BRANDS LTD SPON ADR NEW (TBLMY)	Equity Securities Common Stock	1,741	1,905
	TIMKEN CO (TKR)	Equity Securities Common Stock	1,134	1,067
	TJX COS INC NEW (TJX)	Equity Securities Common Stock	1,596	1,852
	TRIPADVISOR INC COM (TRIP)	Equity Securities Common Stock	2,423	1,867
	TRIUMPH GROUP INC (TGI)	Equity Securities Common Stock	547	538
	TUPPERWARE BRANDS CORP (TUP)	Equity Securities Common Stock	1,738	1,512
	TURKCELL ILETISM HIZM AS NEW (TKC)	Equity Securities Common Stock	2,980	3,069
	TWENTY-FIRST CENTURY FOX CL A (FOXA)	Equity Securities Common Stock	2,406	2,804
	TWITTER INC (TWTR)	Equity Securities Common Stock	2,884	2,260
	UNDER ARMOUR INC CL A (UA)	Equity Securities Common Stock	2,726	2,648
	UNILEVER PLC (NEW) ADS (UL)	Equity Securities Common Stock	4,585	4,291
	UNION PACIFIC CORP (UNP)	Equity Securities Common Stock	1,746	3,812
	UNITED CONTINENTAL HLDGS INC (UAL)	Equity Securities Common Stock	4,810	6,756
	UNITED RENTALS INC (URI)	Equity Securities Common Stock	4,210	3,774
	UNITED THERAPEUTICS CORP (UTHR)	Equity Securities Common Stock	2,340	3,108
	VALEO SPONSORED ADR (VLEEY)	Equity Securities Common Stock	5,776	6,131
	VALMONT INDUSTRIES (VMI)	Equity Securities Common Stock	1,424	1,270
	VALSPAR CORP (VAL)	Equity Securities Common Stock	1,845	1,989
	VENTAS INC (VTR)	Equity Securities Common Stock	2,943	3,227
	VERIZON COMMUNICATIONS (VZ)	Equity Securities Common Stock	6,644	6,456
	VERTEX PHARMACEUTICALS (VRTX)	Equity Securities Common Stock	1,750	2,257
	VISA INC CL A (V)	Equity Securities Common Stock	5,019	6,031
	VMWARE INC CLASS A (VMW)	Equity Securities Common Stock	1,219	1,073
	VODACOM GROUP LIMITED (VDMCY)	Equity Securities Common Stock	1,894	1,743
	VORNADO REALTY TRUST (VNO)	Equity Securities Common Stock	2,108	2,354
	W W GRAINGER INC (GWW)	Equity Securities Common Stock	1,467	2,294
	WABTEC (WAB)	Equity Securities Common Stock	2,408	2,520
	WADDELL&REED FINCL INC CL A (WDR)	Equity Securities Common Stock	1,285	1,196
	WALT DISNEY CO HLDG CO (DIS)	Equity Securities Common Stock	2,151	4,710
	WASHINGTON PRIME GROUP INC (WPG)	Equity Securities Common Stock	608	551
	WASTE MGMT INC (DELA) (WM)	Equity Securities Common Stock	6,469	7,185
	WEICHAI PWR CO LTD UNSPON ADR (WEICY)	Equity Securities Common Stock	2,951	2,956
	WEINGARTEN REALTY INV SBI (WRI)	Equity Securities Common Stock	2,909	3,003
	WESTERN DIGITAL CORPORATION (WDC)	Equity Securities Common Stock	4,220	4,649

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	WESTERN UN CO (WU)	Equity Securities Common Stock	1,900	1,952
	WESTLAKE CHEMICAL CORP (WLK)	Equity Securities Common Stock	2,457	1,649
	WEYERHAEUSER CO (WY)	Equity Securities Common Stock	3,671	3,948
	WHIRLPOOL CORP (WHR)	Equity Securities Common Stock	2,910	3,681
	WHOLE FOODS MARKETS INC (WFM)	Equity Securities Common Stock	2,428	3,126
	WILLIAMS SONOMA (WSM)	Equity Securities Common Stock	1,190	1,514
	WOLSELEY PLC JERSEY SPNSRD ADR (WOSYY)	Equity Securities Common Stock	4,464	4,922
	WOLTERS KLUWER NV SPON ADR (WTKWY)	Equity Securities Common Stock	4,037	4,392
	WOOLWORTHS HLDGS LTD (WLWHY)	Equity Securities Common Stock	2,878	2,668
	WORKDAY INC CL A (WDAY)	Equity Securities Common Stock	2,371	2,203
	WYNDHAM WORLDWIDE CORP (WYN)	Equity Securities Common Stock	3,023	3,259
	WYNN MACAU LTD UNSPON ADR (WYNMY)	Equity Securities Common Stock	3,257	2,435
	XEROX CORP (XRX)	Equity Securities Common Stock	6,712	6,916
	YPF SOCIEDAD ADS REP 1 CL-D SH (YPF)	Equity Securities Common Stock	4,321	3,415
	VALE S.A. SP (VALE'P)	Equity Securities Preferred Stock	2,065	1,336
	SPDR BARCLAYS CAPITAL 1-3 MONT (BIL)	ETFs & CEFs	46,472	46,472
	SPDR TRUST SERIES 1 (SPY)	ETFs & CEFs	143,624	144,495
	VANGUARD GROWTH ETF (VUG)	ETFs & CEFs	245,798	255,964
	VANGUARD SHORT TERM BND (BSV)	ETFs & CEFs	129,272	128,720
	VANGUARD VALUE ETF INDEX (VTV)	ETFs & CEFs	185,367	192,637
	AMERICAN EXPRESS CREDIT	Fixed Income Securities	20,174	20,110
	COCA-COLA CO	Fixed Income Securities	22,723	22,424
	COMCAST CORP	Fixed Income Securities	20,460	20,324
	COSTCO WHOLESALE CORP	Fixed Income Securities	22,250	21,886
	JOHN DEERE CAPITAL CORP	Fixed Income Securities	20,248	20,054
	JP MORGAN CHASE & CO	Fixed Income Securities	20,124	19,984
	ORACLE CORP	Fixed Income Securities	19,981	19,929
	PROCTER & GAMBLE CO	Fixed Income Securities	16,828	16,703
	WELLS FARGO CO	Fixed Income Securities	22,681	22,246
	ACCRUED INTEREST TOTAL	Fixed Income Securities		1,536
	FED HOME LN MTG CORP	Government Securities	20,542	20,478
	FED HOME LN MTG CORP	Government Securities	25,364	25,256
	FED NATL MTG ASSN	Government Securities	12,131	12,108
	FED NATL MTG ASSN	Government Securities	22,304	22,225
	UNITED STATES TREASURY NOTE	Government Securities	15,016	15,038
	UNITED STATES TREASURY NOTE	Government Securities	15,555	15,657
	UNITED STATES TREASURY NOTE	Government Securities	16,329	16,446
	UNITED STATES TREASURY NOTE	Government Securities	19,724	19,808
	UNITED STATES TREASURY NOTE	Government Securities	20,020	19,997
	UNITED STATES TREASURY NOTE	Government Securities	20,034	20,058

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	UNITED STATES TREASURY NOTE	Government Securities	20,305	20,158
	UNITED STATES TREASURY NOTE	Government Securities	20,375	20,306
	UNITED STATES TREASURY NOTE	Government Securities	21,174	20,927
	UNITED STATES TREASURY NOTE	Government Securities	21,350	21,320
	UNITED STATES TREASURY NOTE	Government Securities	21,863	21,717
	ACCRUED INTEREST TOTAL	Government Securities		1,711
	ALLIANCEBER SEL US LG/SHT ADV (ASYLX)	Mutual Funds	160,153	155,459
	LOOMIS SAYLES BOND INST (LSBDX)	Mutual Funds	198,083	185,405
	PIMCO COMMOD REAL RET STRATP	Mutual Funds	248,521	201,507