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
MACMILLAN RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 07/01/2000

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

175 FIFTH AVENUE
NEW YORK, NY 10010

2b Employer Identification Number (EIN)
13-4047598

2c Plan Sponsor's telephone number
646-307-5144

2d Business code (see instructions)
511130

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

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

Preparer's telephone number (optional)

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

5	Total number of participants at the beginning of the plan year	**5**	3056
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)**	2444
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2495
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	715
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3216
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	3218
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3147
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	313
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [ ]	Insurance	**(1)** [ ]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

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

(5) [X] **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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
13-4047598

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	34834	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ROSENBERG RICH BAKER BERMAN & COMP

22-3271252

(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?
10	ACCOUNTANT/AUDITOR	27608	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	-10394	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CBA SM CAP GR I - BNY MELLON INV S	P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB LG CAP VAL TR - STATE STREET BA 04-0025081	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - THE NORTHERN 36-1561860	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PARNASSUS CORE EQ IV - PARNASSUS I 1 MARKET STREET, SUITE 1600 SAN FRANCISCO, CA 94105	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	21532083

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
13-4047598

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6088767	5303466
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	1
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2348936	2374642
(9) Value of interest in common/collective trusts	1c(9)	22455254	21532083
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	234583290	253681356
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	265476247	282891548
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	265476247	282891548

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)	8975787	
(B) Participants	2a(1)(B)	14360256	
(C) Others (including rollovers)	2a(1)(C)	2164540	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		25500583
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	89970	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		89970
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	15254151	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		15254151
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		186832
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4388522
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		45420058
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	27913380	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		27913380
f Corrective distributions (see instructions)	2f		16715
g Certain deemed distributions of participant loans (see instructions)	2g		19962
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	34834	
(4) Other	2i(4)	19866	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		54700
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		28004757
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		17415301
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ROSENBERG RICH BAKER BERMAN & COMPA **(2)** EIN: 22-3271252

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		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
13-4047598

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Macmillan Retirement Savings Plan

Years ended December 31, 2014 and 2013
with Report of Independent Auditor

Macmillan Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years ended December 31, 2014 and 2013

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ACCOUNTANTS + ADVISORS

www.rrbb.com

ROSENBERG RICH BAKER BERMAN & COMPANY

265 Davidson Avenue, Suite 210 • Somerset, NJ 08873-4120 • PHONE 908-231-1000 • FAX 908-231-6894
111 Dunnell Road, Suite 100 • Maplewood, NJ 07040 • PHONE 973-763-6363 • FAX 973-763-4430

Report of Independent Auditor

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Macmillan Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in the net assets available for benefits for the years then ended, and the related notes to the financial statements.

Managements' 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian of the Plan as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the Fidelity Management Trust Company is complete and accurate.

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION • PRIME GLOBAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 6, 2015

Macmillan Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2014	**2013**
Assets		
Investments, at fair value:		
Spartan U.S. Equity Index Fund	**$ 49,796,733**	$ 44,170,272
Fidelity Growth Company	**38,763,610**	35,463,880
Fidelity Managed Income Portfolio	**21,532,088**	22,455,255
Fidelity Puritan Fund	**18,584,057**	16,982,714
Fidelity Intermediate Bond Fund	**14,252,763**	13,646,398
Fidelity Mid-Cap Stock Fund	**14,099,554**	14,455,036
Fidelity Diversified International Fund	**13,799,265**	15,403,619
Fidelity Freedom 2030 Fund	**11,543,102**	11,123,273
Fidelity Freedom 2025 Fund	**11,236,569**	10,855,916
Spartan Extended Market Index Fund	**9,798,981**	9,561,392
Fidelity Freedom 2040 Fund	**9,118,845**	8,288,925
Fidelity Freedom 2020 Fund	**8,851,540**	8,544,644
Fidelity Freedom 2045 Fund	**8,680,827**	6,538,093
Fidelity Freedom 2035 Fund	**7,796,983**	6,354,199
ABF Large Cap Value Fund	**7,247,368**	7,251,156
Fidelity Freedom 2050 Fund	**6,718,304**	5,119,465
Spartan International Index Fund	**4,780,917**	4,298,872
Other Funds	**18,611,939**	16,525,436
Total investments at fair value	**275,213,445**	257,038,545
Employer contribution receivable	**5,303,460**	6,088,767
Notes receivable from participants	**2,374,642**	2,348,936
Net assets reflecting all assets at fair value	**282,891,547**	265,476,248
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(314,729)**	(338,469)
Net assets available for benefits	**$ 282,576,818**	$ 265,137,779

See notes to financial statements.

Macmillan Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	December 31,	
	2014	**2013**
Net assets available for benefits, beginning of year	**$ 265,137,779**	$ 206,138,795
Additions:		
Investment Income		
Net realized and unrealized appreciation in the fair value of investments	**4,364,779**	37,666,038
Net increase in adjustment from fair value to contract value for fully benefit-responsive investment contracts	**23,740**	306,157
Interest on participant loans	**15,464,729**	8,322,896
Interest and dividend income	**89,970**	101,222
Total investment income	**19,943,218**	46,396,313
Contributions:		
Employees	**14,360,256**	13,758,378
Rollover	**2,164,539**	1,585,306
Employers	**8,975,782**	9,495,570
Total contributions	**25,500,577**	24,839,254
Total additions	**45,443,795**	71,235,567
Deductions:		
Withdrawals paid to participants	**(27,950,057)**	(12,195,459)
Administrative fees	**(54,699)**	(41,124)
Total deductions	**(28,004,756)**	(12,236,583)
Net increase	**17,439,039**	58,998,984
Net assets available for benefits, end of year	**$ 282,576,818**	$ 265,137,779

See notes to financial statements.

1. Description of Plan

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

General

The Plan is a defined contribution plan designed to provide retirement income and other benefits primarily for the employees of the following employers:

Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP")
Scientific American, Inc. ("SA")
Sapling Systems, Inc. ("Sapling")
Holtzbrinck Publishers, LLC ("HPLLC")
St. Martin's Press, LLC ("SMP")
Tom Doherty Associates, LLC ("TOR")
Farrar, Straus, & Giroux, LLC ("FSG")
Henry Holt and Company, LLC ("Holt")
Hayden-McNeil, LLC ("Hayden")
Bedford, Freeman & Worth Publishing Group, LLC ("BFW")
Macmillan Digital Science, Inc. ("MDSI")
EBI-MAP-Works, LLC ("EBI")
Macmillan New Ventures, LLC ("MNV")
Nature America, Inc. ("NAI")
Red Nova Learning Inc. ("RNLI")

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any leased employees, special project/non-regular hourly employees or employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

1. Description of Plan (continued)

Contributions

Eligible employees may elect to defer, on a pre-tax basis or as a Roth IRA deferral, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $23,000, including the catch up amount for individuals over fifty and one half years old, for the years ended December 31, 2014 and 2013, respectively.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code.

During 2014 and 2013, the Employers matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $4,882,212 and $5,745,999 for 2014 and 2013, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of company contributions plus actual earnings thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Allocations are based on participant earnings or account balances, as defined.

Vesting

Vesting in all Employers' matching and discretionary contributions are 25% after two years of accredited service, 50% after three years, 75% after four years and 100% after five years of accredited service. For BFW, and certain HPHLP employees who terminated prior to January 1, 2007, vesting of Employer discretionary contributions is 50% after three years, 75% after four years and 100% after five years of accredited service.

Employee elective deferral contributions plus actual earnings thereon are fully (100%) vested and non-forfeitable at all times. Nonvested benefits are forfeited by participants and used to offset future contributions of the Employers and administrative fees.

1. Description of Plan (continued)

Forfeitures

The non-vested employer account of a participant is forfeited in the Plan year the participant receives a distribution of his entire vested account, or if no distribution occurs, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and used to offset future contributions of the Employers and administrative fees. For the years ended December 31, 2014 and 2013, forfeitures applied were $811,686 and $464,059, respectively.
As of December 31, 2014 and 2013, unapplied forfeitures were $3,148 and $326, respectively.

Administrative Expenses

All administrative and investment costs of the Plan are paid by the Employers, other than loan and distribution processing fees, which are paid by participants requesting loans and distributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years or longer, if the funds are to be used to purchase a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1% with prime being determined by local bank lending rates. Interest rates range from 4.25% to 9.25% on outstanding loans as of December 31, 2014 and 2013. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of the participant's account. Otherwise, benefits will be distributed on the valuation date immediately proceeding the participant's attaining normal retirement age (65). If the participant remains employed, the participant may elect to defer distributions, but no later than April 1 following the close of the taxable year in which the participant attains 70-1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Employers reserve the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Valuation of Investments and Income Recognition

Investments in mutual funds are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements. Investment contracts are valued at contract value, and participant loans are valued at cost which represents fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution upon the terms of the Plan document.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events Evaluation Date

The Plan evaluated the events and transactions subsequent to the date of its Statement of Net Assets Available for Benefits, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10-50, "Subsequent Events," through October 6, 2015, which is the date the financial statements were available to be issued.

3. Qualified Tax Status

The Plan had received a favorable determination letter from the Internal Revenue Service dated July 10, 2003, stating that the Plan is qualified under Section 401(a) of the Code, and, accordingly, the related trust is entitled to an exemption from income taxes under the provisions of Section 501(a).

In 2010, the Plan was restated in compliance with current regulations. In April 2010, the Plan Sponsor filed an application for an updated IRS determination letter for its Restated Plan document, and the IRS has issued a favorable determination letter dated July 8, 2010.

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

4. Investments Certified by the Plan's Trustee

The December 31, 2014 and 2013 statements of net assets available for benefits, the investment activities included on the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of $277,273,358 and $259,049,012 at December 31, 2014 and 2013, respectively, and the related investment income of $19,943,218 and $46,396,313, respectively, for the years then ended.

5. Investments

The following table presents the individual investments that exceed 5 percent or more of the Plan's net assets available for benefits at December 31, 2014 and 2013. Investments that represent less than 5 percent are shown as one amount. All investments are at fair value as determined by quoted market prices.

	2014	2013
Spartan U.S. Equity Index Fund	**$ 49,796,733**	$ 44,170,272
Fidelity Growth Company Fund	**38,763,610**	35,463,880
Fidelity Managed Income Portfolio	**21,532,088**	22,455,255
Fidelity Puritan Fund	**18,584,057**	16,982,714
Fidelity Intermediate Bond Fund	**14,252,763**	13,646,398
Fidelity Mid-Cap Stock Fund	**14,099,554**	14,455,036
Fidelity Diversified International Fund	**13,799,265**	15,403,619
Other Funds (less than 5%)	**104,385,375**	94,461,371
	$ 275,213,445	$ 257,038,545

During the years ended December 31, 2014 and 2013, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value as follows:

	2014	2013
Equity mutual funds	**$ 4,388,519**	$ 37,972,195

6. Fair Value of Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosures," (formerly SFAS No. 157), defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. FASB ASC 820 also establishes a three level fair value hierarchy that describes the inputs that are used to measure assets and liability.

6. Fair Value of Financial Instruments (continued)

Level 1

Level 1 asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities. The Plan holds mutual funds and money market funds with a total fair value at December 31, 2014 and 2013 of $253,681,357 and $234,583,290, respectively, which are measured as Level 1 assets.

Level 2

Level 2 asset and liability fair values are based on observable inputs that include quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated
by observable market data for substantially the full term of the assets and liabilities. The Plan holds no Level 2 assets at December 31, 2014 and 2013.

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. The Plan's Level 3 assets include guaranteed interest accounts, which are valued based on fair market values determined by methodologies and assumptions utilized by the investment custodian (see Note 7 – Investment Contract with Insurance Company). Level 3 asset values are $21,532,088 and $22,455,255, at December 31, 2014 and 2013, respectively.

6. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2014 are:

	Fair Value Measurements for Assets Measured on a Recurring Basis			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Large Value	$ 7,247,368	$ 7,247,368	$ -	$ -
Mid-Cap Blend	9,798,981	9,798,981	-	-
Large Blend	52,593,943	52,593,943	-	-
Small Value	6,224,600	6,224,600	-	-
Moderate Allocation	18,584,057	18,584,057	-	-
Large Growth	38,763,610	38,763,610	-	-
Intermediate Bond	16,978,416	16,978,416	-	-
Mid-Cap Growth	14,099,554	14,099,554	-	-
Foreign Large Blend	18,766,090	18,766,090	-	-
Lifecycle	70,624,738	70,624,738	-	-
Guaranteed interest accounts	21,532,088		-	21,532,088
Totals	$ 275,213,445	$ 253,681,357	$ -	$ 21,532,088

Assets measured at fair value on a recurring basis as of December 31, 2013 are:

	Total	(Level 1)	(Level 2)	(Level 3)
Mutual funds:				
Large Value	$ 7,251,156	$ 7,251,156	$ -	$ -
Mid-Cap Blend	13,470,266	13,470,266	-	-
Large Blend	45,261,324	45,261,324	-	-
Small Value	1,851,275	1,851,275	-	-
Moderate Allocation	16,982,714	16,982,714	-	-
Large Growth	35,463,880	35,463,880	-	-
Intermediate Bond	16,068,599	16,068,599	-	-
Mid-Cap Growth	14,455,036	14,455,036	-	-
Foreign Large Blend	19,973,103	19,973,103	-	-
Lifecycle	63,805,937	63,805,937	-	-
Guaranteed interest accounts	22,455,255		-	22,455,255
Totals	$ 257,038,545	$ 234,583,290	$ -	$ 22,455,255

6. Fair Value of Financial Instruments (continued)

The table below presents reconciliation for the years ended December 31, 2014 and 2013, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account	
	2014	2013
Opening balance at January 1,	$ **22,455,255**	$ 22,525,725
Transfers into Level 3	**3,209,427**	3,328,857
Transfers out of Level 3	**(1,827,129)**	(2,732,536)
Total gains or losses (realized/unrealized included in earnings or changes in net assets	**(23,740)**	(306,157)
Purchases, issuances, sales and settlements:		
Purchases	**1,236,492**	1,828,287
Sales	**(3,518,217)**	(2,188,921)
Ending balance at December 31,	$ **21,532,088**	$ 22,455,255
The amount of total gains or losses for the period included in earning (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	$ **23,740**	$ 306,157

7. Investment Contract with Insurance Company

The Plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by Fidelity. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

7. Investment Contract with Insurance Company (continued)

The average yield was approximately 1% for 2014 and 2013. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

8. Reportable Transactions

There were no reportable transactions or nonexempt transactions with known parties-in-interest as defined by ERISA during the 2014 and 2013 plan years.

9. Exempt Parties-in-Interest Transactions

Certain plan investments are shares of mutual funds and investment contracts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the Plan. Fees are paid by the Plan for trustee, investment management and recordkeeping services to these entities. These transactions qualify as party-in-interest transactions. Loans made to Plan participants also qualify as party-in-interest transactions.

Certain officers and employees of the Plan's sponsor, who are also participants of the Plan, perform administrative functions at no cost to the Plan.

These transactions are not deemed prohibited party-in-interest transactions because they are covered by statutory or administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

10. Risks and Uncertainties

The Plan provides for investments in mutual funds. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term that may affect the funded position of the Plan and such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

11. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Net assets available for benefits per the financial statements	$ **282,576,818**	$ 265,137,779
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	**314,730**	338,469
Net assets available for benefits per the Form 5500	$ **282,891,548**	$ 265,476,248

The following is a reconciliation of the net changes in net assets available for plan benefits per the financial statements to the Form 5500:

	Year ended December 31,	
	2014	2013
Net increase in net assets available for benefits per financial statements	$ **17,439,039**	$ 58,998,984
Add - net change in adjustment to fair value from contract value for fully benefit-responsive investments contracts	**(23,738)**	(306,157)
Net income per Form 5500	$ **17,415,301**	$ 58,692,827

12. Plan Amendments

Effective March 17, 2014, the ClearBridge Small Cap Growth Fund Class I was made available for future contributions and investment exchanges.

Effective June 17, 2014, the Fidelity Small Cap Stock Fund will no longer be an investment option for future contributions and investment exchanges.

13. Subsequent Events

Subsequent to December 31, 2014, the $5,303,460 employer contribution receivable was paid to the Plan.

Effective February 27, 2015, NAI and RNLI will be classified as un-related employers under the Plan.

Supplemental Schedule

Macmillan Retirement Savings Plan
Supplemental Schedule of Assets (Held at End of Year)
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)
December 31, 2014

2014 Form 5500
EIN: #13-4047598
Plan: #009

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest collateral, par or maturity value	** Cost	Current Value
*	Fidelity Management Trust Company:			
*	Spartan U.S. Equity Index Fund	Mutual Fund	**	$ 49,796,733
*	Fidelity Growth Company Fund	Mutual Fund		38,763,610
*	Fidelity Managed Income Portfolio	Collective Investment Trust	**	21,532,088
*	Fidelity Puritan Fund	Mutual Fund	**	18,584,057
*	Fidelity Intermediate Bond Fund	Mutual Fund	**	14,252,763
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	**	14,099,554
*	Fidelity Diversified International Fund	Mutual Fund	**	13,799,265
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	11,543,102
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	11,236,569
*	Spartan Extended Market Index Fund	Mutual Fund	**	9,798,981
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	9,118,845
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	8,851,540
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	8,680,827
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	7,796,983
*	ABF Large Cap Value Fund	Mutual Fund	**	7,247,368
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	6,718,304
*	Spartan International Index Fund	Mutual Fund	**	4,780,917
*	ClearBridge Small Cap Growth Fund	Mutual Fund	**	3,982,747
*	Spartan U.S. Bond Index Fund	Mutual Fund	**	2,725,653
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	2,685,341
*	Northern Small Cap Value Fund	Mutual Fund	**	2,241,853
*	Neuberger Berman Partners Trust Class Fund	Mutual Fund	**	1,873,704
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	1,584,423
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	1,202,074
*	Parnassus Core Equity Fund	Mutual Fund	**	923,506
*	Fidelity Freedom K Income Fund	Mutual Fund	**	811,285
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	395,445
*	ABF International Equity Investment Fund	Mutual Fund	**	185,908
	Total Assets Held			275,213,445
*	Participant loans (4.25% – 9.25%) (maturity from 01/01/15 – 01/31/31)			2,374,642
				$ 277,588,087

** Indicates Party-In-Interest to the Plan.*

*** Cost information is not presented because all information is participant-directed.*

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Macmillan Retirement Savings Plan

Years ended December 31, 2014 and 2013
with Report of Independent Auditor

Macmillan Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years ended December 31, 2014 and 2013

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ACCOUNTANTS + ADVISORS

www.rrbb.com

ROSENBERG RICH BAKER BERMAN & COMPANY

265 Davidson Avenue, Suite 210 • Somerset, NJ 08873-4120 • PHONE 908-231-1000 • FAX 908-231-6894
111 Dunnell Road, Suite 100 • Maplewood, NJ 07040 • PHONE 973-763-6363 • FAX 973-763-4430

Report of Independent Auditor

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Macmillan Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in the net assets available for benefits for the years then ended, and the related notes to the financial statements.

Managements' 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian of the Plan as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the Fidelity Management Trust Company is complete and accurate.

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION • PRIME GLOBAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

To the Benefit Plan Committee of
Macmillan Retirement Savings Plan

Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 6, 2015

Macmillan Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2014	**2013**
Assets		
Investments, at fair value:		
Spartan U.S. Equity Index Fund	**$ 49,796,733**	$ 44,170,272
Fidelity Growth Company	**38,763,610**	35,463,880
Fidelity Managed Income Portfolio	**21,532,088**	22,455,255
Fidelity Puritan Fund	**18,584,057**	16,982,714
Fidelity Intermediate Bond Fund	**14,252,763**	13,646,398
Fidelity Mid-Cap Stock Fund	**14,099,554**	14,455,036
Fidelity Diversified International Fund	**13,799,265**	15,403,619
Fidelity Freedom 2030 Fund	**11,543,102**	11,123,273
Fidelity Freedom 2025 Fund	**11,236,569**	10,855,916
Spartan Extended Market Index Fund	**9,798,981**	9,561,392
Fidelity Freedom 2040 Fund	**9,118,845**	8,288,925
Fidelity Freedom 2020 Fund	**8,851,540**	8,544,644
Fidelity Freedom 2045 Fund	**8,680,827**	6,538,093
Fidelity Freedom 2035 Fund	**7,796,983**	6,354,199
ABF Large Cap Value Fund	**7,247,368**	7,251,156
Fidelity Freedom 2050 Fund	**6,718,304**	5,119,465
Spartan International Index Fund	**4,780,917**	4,298,872
Other Funds	**18,611,939**	16,525,436
Total investments at fair value	**275,213,445**	257,038,545
Employer contribution receivable	**5,303,460**	6,088,767
Notes receivable from participants	**2,374,642**	2,348,936
Net assets reflecting all assets at fair value	**282,891,547**	265,476,248
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(314,729)**	(338,469)
Net assets available for benefits	**$ 282,576,818**	$ 265,137,779

See notes to financial statements.

Macmillan Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	December 31,	
	2014	**2013**
Net assets available for benefits, beginning of year	**$ 265,137,779**	$ 206,138,795
Additions:		
Investment Income		
Net realized and unrealized appreciation in the fair value of investments	**4,364,779**	37,666,038
Net increase in adjustment from fair value to contract value for fully benefit-responsive investment contracts	**23,740**	306,157
Interest on participant loans	**15,464,729**	8,322,896
Interest and dividend income	**89,970**	101,222
Total investment income	**19,943,218**	46,396,313
Contributions:		
Employees	**14,360,256**	13,758,378
Rollover	**2,164,539**	1,585,306
Employers	**8,975,782**	9,495,570
Total contributions	**25,500,577**	24,839,254
Total additions	**45,443,795**	71,235,567
Deductions:		
Withdrawals paid to participants	**(27,950,057)**	(12,195,459)
Administrative fees	**(54,699)**	(41,124)
Total deductions	**(28,004,756)**	(12,236,583)
Net increase	**17,439,039**	58,998,984
Net assets available for benefits, end of year	**$ 282,576,818**	$ 265,137,779

See notes to financial statements.

1. Description of Plan

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

General

The Plan is a defined contribution plan designed to provide retirement income and other benefits primarily for the employees of the following employers:

Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP")
Scientific American, Inc. ("SA")
Sapling Systems, Inc. ("Sapling")
Holtzbrinck Publishers, LLC ("HPLLC")
St. Martin's Press, LLC ("SMP")
Tom Doherty Associates, LLC ("TOR")
Farrar, Straus, & Giroux, LLC ("FSG")
Henry Holt and Company, LLC ("Holt")
Hayden-McNeil, LLC ("Hayden")
Bedford, Freeman & Worth Publishing Group, LLC ("BFW")
Macmillan Digital Science, Inc. ("MDSI")
EBI-MAP-Works, LLC ("EBI")
Macmillan New Ventures, LLC ("MNV")
Nature America, Inc. ("NAI")
Red Nova Learning Inc. ("RNLI")

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any leased employees, special project/non-regular hourly employees or employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

1. Description of Plan (continued)

Contributions

Eligible employees may elect to defer, on a pre-tax basis or as a Roth IRA deferral, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $23,000, including the catch up amount for individuals over fifty and one half years old, for the years ended December 31, 2014 and 2013, respectively.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code.

During 2014 and 2013, the Employers matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $4,882,212 and $5,745,999 for 2014 and 2013, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of company contributions plus actual earnings thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Allocations are based on participant earnings or account balances, as defined.

Vesting

Vesting in all Employers' matching and discretionary contributions are 25% after two years of accredited service, 50% after three years, 75% after four years and 100% after five years of accredited service. For BFW, and certain HPHLP employees who terminated prior to January 1, 2007, vesting of Employer discretionary contributions is 50% after three years, 75% after four years and 100% after five years of accredited service.

Employee elective deferral contributions plus actual earnings thereon are fully (100%) vested and non-forfeitable at all times. Nonvested benefits are forfeited by participants and used to offset future contributions of the Employers and administrative fees.

1. Description of Plan (continued)

Forfeitures

The non-vested employer account of a participant is forfeited in the Plan year the participant receives a distribution of his entire vested account, or if no distribution occurs, after five consecutive one year breaks in service. Forfeitures are retained in the Plan and used to offset future contributions of the Employers and administrative fees. For the years ended December 31, 2014 and 2013, forfeitures applied were $811,686 and $464,059, respectively.
As of December 31, 2014 and 2013, unapplied forfeitures were $3,148 and $326, respectively.

Administrative Expenses

All administrative and investment costs of the Plan are paid by the Employers, other than loan and distribution processing fees, which are paid by participants requesting loans and distributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years or longer, if the funds are to be used to purchase a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1% with prime being determined by local bank lending rates. Interest rates range from 4.25% to 9.25% on outstanding loans as of December 31, 2014 and 2013. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of the participant's account. Otherwise, benefits will be distributed on the valuation date immediately proceeding the participant's attaining normal retirement age (65). If the participant remains employed, the participant may elect to defer distributions, but no later than April 1 following the close of the taxable year in which the participant attains 70-1/2 years of age.

Plan Termination

Although it has not expressed any intent to do so, the Employers reserve the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Valuation of Investments and Income Recognition

Investments in mutual funds are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for a discussion of fair value measurements. Investment contracts are valued at contract value, and participant loans are valued at cost which represents fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution upon the terms of the Plan document.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events Evaluation Date

The Plan evaluated the events and transactions subsequent to the date of its Statement of Net Assets Available for Benefits, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10-50, "Subsequent Events," through October 6, 2015, which is the date the financial statements were available to be issued.

3. Qualified Tax Status

The Plan had received a favorable determination letter from the Internal Revenue Service dated July 10, 2003, stating that the Plan is qualified under Section 401(a) of the Code, and, accordingly, the related trust is entitled to an exemption from income taxes under the provisions of Section 501(a).

In 2010, the Plan was restated in compliance with current regulations. In April 2010, the Plan Sponsor filed an application for an updated IRS determination letter for its Restated Plan document, and the IRS has issued a favorable determination letter dated July 8, 2010.

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

4. Investments Certified by the Plan's Trustee

The December 31, 2014 and 2013 statements of net assets available for benefits, the investment activities included on the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of $277,273,358 and $259,049,012 at December 31, 2014 and 2013, respectively, and the related investment income of $19,943,218 and $46,396,313, respectively, for the years then ended.

5. Investments

The following table presents the individual investments that exceed 5 percent or more of the Plan's net assets available for benefits at December 31, 2014 and 2013. Investments that represent less than 5 percent are shown as one amount. All investments are at fair value as determined by quoted market prices.

	2014	2013
Spartan U.S. Equity Index Fund	**$ 49,796,733**	$ 44,170,272
Fidelity Growth Company Fund	**38,763,610**	35,463,880
Fidelity Managed Income Portfolio	**21,532,088**	22,455,255
Fidelity Puritan Fund	**18,584,057**	16,982,714
Fidelity Intermediate Bond Fund	**14,252,763**	13,646,398
Fidelity Mid-Cap Stock Fund	**14,099,554**	14,455,036
Fidelity Diversified International Fund	**13,799,265**	15,403,619
Other Funds (less than 5%)	**104,385,375**	94,461,371
	$ 275,213,445	$ 257,038,545

During the years ended December 31, 2014 and 2013, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value as follows:

	2014	2013
Equity mutual funds	**$ 4,388,519**	$ 37,972,195

6. Fair Value of Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosures," (formerly SFAS No. 157), defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. FASB ASC 820 also establishes a three level fair value hierarchy that describes the inputs that are used to measure assets and liability.

6. Fair Value of Financial Instruments (continued)

Level 1

Level 1 asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities. The Plan holds mutual funds and money market funds with a total fair value at December 31, 2014 and 2013 of $253,681,357 and $234,583,290, respectively, which are measured as Level 1 assets.

Level 2

Level 2 asset and liability fair values are based on observable inputs that include quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated
by observable market data for substantially the full term of the assets and liabilities. The Plan holds no Level 2 assets at December 31, 2014 and 2013.

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. The Plan's Level 3 assets include guaranteed interest accounts, which are valued based on fair market values determined by methodologies and assumptions utilized by the investment custodian (see Note 7 – Investment Contract with Insurance Company). Level 3 asset values are $21,532,088 and $22,455,255, at December 31, 2014 and 2013, respectively.

6. Fair Value of Financial Instruments (continued)

Assets measured at fair value on a recurring basis as of December 31, 2014 are:

	Fair Value Measurements for Assets Measured on a Recurring Basis			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Large Value	$ 7,247,368	$ 7,247,368	$ -	$ -
Mid-Cap Blend	9,798,981	9,798,981	-	-
Large Blend	52,593,943	52,593,943	-	-
Small Value	6,224,600	6,224,600	-	-
Moderate Allocation	18,584,057	18,584,057	-	-
Large Growth	38,763,610	38,763,610	-	-
Intermediate Bond	16,978,416	16,978,416	-	-
Mid-Cap Growth	14,099,554	14,099,554	-	-
Foreign Large Blend	18,766,090	18,766,090	-	-
Lifecycle	70,624,738	70,624,738	-	-
Guaranteed interest accounts	21,532,088		-	21,532,088
Totals	$ 275,213,445	$ 253,681,357	$ -	$ 21,532,088

Assets measured at fair value on a recurring basis as of December 31, 2013 are:

	Total	(Level 1)	(Level 2)	(Level 3)
Mutual funds:				
Large Value	$ 7,251,156	$ 7,251,156	$ -	$ -
Mid-Cap Blend	13,470,266	13,470,266	-	-
Large Blend	45,261,324	45,261,324	-	-
Small Value	1,851,275	1,851,275	-	-
Moderate Allocation	16,982,714	16,982,714	-	-
Large Growth	35,463,880	35,463,880	-	-
Intermediate Bond	16,068,599	16,068,599	-	-
Mid-Cap Growth	14,455,036	14,455,036	-	-
Foreign Large Blend	19,973,103	19,973,103	-	-
Lifecycle	63,805,937	63,805,937	-	-
Guaranteed interest accounts	22,455,255		-	22,455,255
Totals	$ 257,038,545	$ 234,583,290	$ -	$ 22,455,255

6. Fair Value of Financial Instruments (continued)

The table below presents reconciliation for the years ended December 31, 2014 and 2013, for all Level 3 assets that are measured at fair value on a recurring basis.

	Guaranteed Interest Account	
	2014	2013
Opening balance at January 1,	$ **22,455,255**	$ 22,525,725
Transfers into Level 3	**3,209,427**	3,328,857
Transfers out of Level 3	**(1,827,129)**	(2,732,536)
Total gains or losses (realized/unrealized included in earnings or changes in net assets	**(23,740)**	(306,157)
Purchases, issuances, sales and settlements:		
Purchases	**1,236,492**	1,828,287
Sales	**(3,518,217)**	(2,188,921)
Ending balance at December 31,	$ **21,532,088**	$ 22,455,255
The amount of total gains or losses for the period included in earning (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	$ **23,740**	$ 306,157

7. Investment Contract with Insurance Company

The Plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. The adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by Fidelity. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

7. Investment Contract with Insurance Company (continued)

The average yield was approximately 1% for 2014 and 2013. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

8. Reportable Transactions

There were no reportable transactions or nonexempt transactions with known parties-in-interest as defined by ERISA during the 2014 and 2013 plan years.

9. Exempt Parties-in-Interest Transactions

Certain plan investments are shares of mutual funds and investment contracts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the Plan. Fees are paid by the Plan for trustee, investment management and recordkeeping services to these entities. These transactions qualify as party-in-interest transactions. Loans made to Plan participants also qualify as party-in-interest transactions.

Certain officers and employees of the Plan's sponsor, who are also participants of the Plan, perform administrative functions at no cost to the Plan.

These transactions are not deemed prohibited party-in-interest transactions because they are covered by statutory or administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

10. Risks and Uncertainties

The Plan provides for investments in mutual funds. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term that may affect the funded position of the Plan and such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

11. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Net assets available for benefits per the financial statements	$ **282,576,818**	$ 265,137,779
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	**314,730**	338,469
Net assets available for benefits per the Form 5500	$ **282,891,548**	$ 265,476,248

The following is a reconciliation of the net changes in net assets available for plan benefits per the financial statements to the Form 5500:

	Year ended December 31,	
	2014	2013
Net increase in net assets available for benefits per financial statements	$ **17,439,039**	$ 58,998,984
Add - net change in adjustment to fair value from contract value for fully benefit-responsive investments contracts	**(23,738)**	(306,157)
Net income per Form 5500	$ **17,415,301**	$ 58,692,827

12. Plan Amendments

Effective March 17, 2014, the ClearBridge Small Cap Growth Fund Class I was made available for future contributions and investment exchanges.

Effective June 17, 2014, the Fidelity Small Cap Stock Fund will no longer be an investment option for future contributions and investment exchanges.

13. Subsequent Events

Subsequent to December 31, 2014, the $5,303,460 employer contribution receivable was paid to the Plan.

Effective February 27, 2015, NAI and RNLI will be classified as un-related employers under the Plan.

Supplemental Schedule

Macmillan Retirement Savings Plan
Supplemental Schedule of Assets (Held at End of Year)
Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year)
December 31, 2014

2014 Form 5500
EIN: #13-4047598
Plan: #009

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest collateral, par or maturity value	** Cost	Current Value
*	Fidelity Management Trust Company:			
*	Spartan U.S. Equity Index Fund	Mutual Fund	**	$ 49,796,733
*	Fidelity Growth Company Fund	Mutual Fund		38,763,610
*	Fidelity Managed Income Portfolio	Collective Investment Trust	**	21,532,088
*	Fidelity Puritan Fund	Mutual Fund	**	18,584,057
*	Fidelity Intermediate Bond Fund	Mutual Fund	**	14,252,763
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	**	14,099,554
*	Fidelity Diversified International Fund	Mutual Fund	**	13,799,265
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	11,543,102
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	11,236,569
*	Spartan Extended Market Index Fund	Mutual Fund	**	9,798,981
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	9,118,845
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	8,851,540
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	8,680,827
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	7,796,983
*	ABF Large Cap Value Fund	Mutual Fund	**	7,247,368
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	6,718,304
*	Spartan International Index Fund	Mutual Fund	**	4,780,917
*	ClearBridge Small Cap Growth Fund	Mutual Fund	**	3,982,747
*	Spartan U.S. Bond Index Fund	Mutual Fund	**	2,725,653
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	2,685,341
*	Northern Small Cap Value Fund	Mutual Fund	**	2,241,853
*	Neuberger Berman Partners Trust Class Fund	Mutual Fund	**	1,873,704
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	1,584,423
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	1,202,074
*	Parnassus Core Equity Fund	Mutual Fund	**	923,506
*	Fidelity Freedom K Income Fund	Mutual Fund	**	811,285
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	395,445
*	ABF International Equity Investment Fund	Mutual Fund	**	185,908
	Total Assets Held			275,213,445
*	Participant loans (4.25% – 9.25%) (maturity from 01/01/15 – 01/31/31)			2,374,642
				$ 277,588,087

** Indicates Party-In-Interest to the Plan.*

*** Cost information is not presented because all information is participant-directed.*