

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

Part II	Basic Plan Information—enter all requested information				
1a Name of plan FOREST CITY RATNER COMPANIES, LLC 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/17/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/17/1990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/17/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) FOREST CITY RATNER COMPANIES, LLC 1 METROTECH CENTER 22ND FLOOR BROOKLYN, NY 11201	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-3519580</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>718-923-8400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>531110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-3519580</u>	2c Plan Sponsor's telephone number <u>718-923-8400</u>	2d Business code (see instructions) <u>531110</u>	
2b Employer Identification Number (EIN) <u>13-3519580</u>					
2c Plan Sponsor's telephone number <u>718-923-8400</u>					
2d Business code (see instructions) <u>531110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	SHAMEKA GRINAGE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor FOREST CITY RATNER COMPANIES, LLC 1 METROTECH CENTER 22ND FLOOR BROOKLYN, NY 11201	3b Administrator's EIN 13-3519580 3c Administrator's telephone number 718-923-8400
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 387
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) 229
a(2) Total number of active participants at the end of the plan year	6a(2) 261
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 125
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 386
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 386
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 321
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 3
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 2G 2J 2K 3D 2F	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 FOREST CITY RATNER COMPANIES, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FOREST CITY RATNER COMPANIES, LLC	D Employer Identification Number (EIN) 13-3519580	

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

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY OF NEW YORK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-3646501	86375	80696	333	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
51586	19933

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

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

ASSOCIATED PENSION CONSULTANTS, INC
6800 JERICHO TURNPIKE
SUITE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
51586			3

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

ASSOCIATED PENSION CONSULTANTS, INC
6800 JERICHO TURNPIKE
SUITE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	19933	TPA COMPENSATION (19,914.20) OTHER ALLOWANCES (\$18.34) REDEMPTION FEES (\$.84)	5

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

Schedule A (Form 5500) 2014
v. 140124

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 391707**5** Current value of plan's interest under this contract in separate accounts at year end **5** 33616045**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶ AS PER RULES OF INSURANCE COMPANY**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 354551**c** Additions: (1) Contributions deposited during the year **7c(1)** 49335(2) Dividends and credits **7c(2)** 0(3) Interest credited during the year **7c(3)** 2295(4) Transferred from separate account **7c(4)** 0(5) Other (specify below) **7c(5)** 1211

▶ LOAN REPAYMENTS AND CREDITS TO PARTICIPANTS

(6) Total additions **7c(6)** 52841**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 407392**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 14852(2) Administration charge made by carrier **7e(2)** 230(3) Transferred to separate account **7e(3)** 603(4) Other (specify below) **7e(4)** 0

▶ N/A

(5) Total deductions **7e(5)** 15685**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 391707

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan FOREST CITY RATNER COMPANIES, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FOREST CITY RATNER COMPANIES, LLC	D Employer Identification Number (EIN) 13-3519580	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2050 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42464	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2045 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 277470	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2040 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99918	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2035 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 183642	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2030 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 644833	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2025 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 666077	
a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2020 ACTIVE STRATEGY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55906	

a Name of MTIA, CCT, PSA, or 103-12 IE: JH THRU 2015 ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45997
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS AGG ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1888816
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS GROW ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3713408
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS BAL ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3513113
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS MOD ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 786108
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS CON ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1000010
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOCQUEVILLE GOLD FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21328
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD ENERGY FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 356101
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 547066
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 177064
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56786
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP GROW INDEX**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 155017
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a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 624601
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97861
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 322258
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125335
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a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52946
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a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 286346
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a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 129986
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a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 499740
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 179125
a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 473885
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 481513
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89803
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1101667
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 895681
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 173556
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 867105
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 482201
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK		
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 827995

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	568800

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	406133

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	993881

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	36444

a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	634163

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	944698

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1692637

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	159969

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN MIDCAP VALUE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	854664

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN MUTUAL BEACON FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK			
c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	290959

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADV NEW INSIGHTS**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135779
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a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 879402
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a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 121299
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 463235
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a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 488546
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 206674
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 185859
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 282523
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1269050
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SHORT-TERM FEDERAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 419414
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a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK NEW YORK

c EIN-PN 13-3646501-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 639188
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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 <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>FOREST CITY RATNER COMPANIES, LLC 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOREST CITY RATNER COMPANIES, LLC</u>		D Employer Identification Number (EIN) <u>13-3519580</u>

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	12729	14624
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	462129	437398
(2) Participant contributions.....	1b(2)	1885	250
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(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)	452314	424896
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	32323097	33616045
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	354551	391707
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	33606705	34884920

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33606705	34884920
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	437710	
(B) Participants	2a(1)(B)	1894238	
(C) Others (including rollovers)	2a(1)(C)	216297	
(2) Noncash contributions	2a(2)	0	2548245
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	18953	
(F) Other	2b(1)(F)	2295	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21248
(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)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		1811557
(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)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		4381050

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2709715	
(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)		2709715
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	20085	
(3) Investment advisory and management fees.....	2i(3)	1	
(4) Other.....	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20086
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2729801

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1651249
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		373034

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		76431
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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)
MEADOWLANDS BASKETBALL ASSOC SECTION 401(K) PLAN	22-2219916	001

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 FOREST CITY RATNER COMPANIES, LLC 401(K) PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FOREST CITY RATNER COMPANIES, LLC				D Employer Identification Number (EIN) 13-3519580	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-3646501					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2014 v. 140124					

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 Report of
Independent Certified Public Accountants

Forest City Ratner Companies, LLC 401(k) Plan

December 31, 2014 and 2013

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- * Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because the conditions under which they are required are not present.



Report of Independent Certified Public Accountants

Plan Administrator
Forest City Ratner Companies, LLC 401(k) Plan

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Cleveland, OH 44114-1718

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Report on the financial statements

We were engaged to audit the accompanying financial statements of Forest City Ratner Companies, LLC 401(k) Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

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 certified information described in Note D, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2014 and 2013, and for the year ended December 31, 2014 stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2014 and the supplemental schedule of delinquent participant contributions for the year ended December 31, 2014 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

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



Cleveland, Ohio
October 8, 2015

Forest City Ratner Companies, LLC 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

as of December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Investments, at fair value:		
Pooled separate accounts	\$ 33,616,046	\$ 32,323,097
Guaranteed investment contract	<u>391,707</u>	<u>354,551</u>
Total investments	34,007,753	32,677,648
Receivables:		
Company contributions	437,398	462,129
Participant contributions	250	1,885
Notes receivable from participants	<u>424,896</u>	<u>452,314</u>
Total receivables	862,544	916,328
Cash, noninterest bearing	<u>14,624</u>	<u>12,729</u>
Net assets available for benefits	<u><u>\$ 34,884,921</u></u>	<u><u>\$ 33,606,705</u></u>

The accompanying notes are an integral part of these financial statements.

Forest City Ratner Companies, LLC 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2014

Additions to net assets attributed to:

Net investment income:

Interest	\$ 2,295
Net appreciation in the fair value of pooled separate accounts	1,811,557
	<u>1,813,852</u>

Interest on notes receivable from participants	18,953
--	--------

Contributions:

Company	437,711
Participant	1,894,238
Rollovers	216,296
	<u>2,548,245</u>
Total additions	<u>4,381,050</u>

Deductions from net assets attributed to:

Benefits paid to participants	(2,709,714)
Administrative fees	<u>(20,086)</u>
Total deductions	<u>(2,729,800)</u>

Net Increase	1,651,250
---------------------	------------------

Transfers to affiliated plan	(373,034)
------------------------------	-----------

Net assets available for benefits:

Beginning of year	<u>33,606,705</u>
End of year	<u><u>\$ 34,884,921</u></u>

The accompanying notes are an integral part of this financial statements.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

NOTE A – SUMMARY DESCRIPTION OF THE PLAN

The following description of the Forest City Ratner Companies, LLC 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering employees of Forest City Ratner Companies, LLC (the “Company”), except contract security and employees covered by collective bargaining agreements that do not permit participation in this Plan. Employees of First New York Partners, FCRC Services Company, and FCRC Security Services Company, all of which are affiliates of the Company, are also covered by the provisions of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Eligibility

Employees are eligible to participate in the Plan following the attainment of age 20.5. Upon attaining eligibility status, participation in the Plan is voluntary. Participants are eligible to receive a Company matching contribution with at least 1,000 hours of service during the Plan year and by being actively employed on the last day of the Plan year for which the contribution applies.

Contributions

Participants may elect to contribute a portion of their compensation not to exceed Internal Revenue Code (“IRC”) limitations. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options provided for by the Plan.

The Company matches participant contributions to the higher of two formulas: \$2 of Company match for each \$1 on the first \$500 of employee wage deferral contributions, plus \$1 of Company match for each \$1 on the next \$500 of employee wage deferral contributions, or 50% of the first 6% of employee wage deferral contributions to a maximum of \$3,500 per year of Company match.

Each participant’s account is credited with the participant’s contribution and allocation of the Company’s contribution, and Plan earnings and losses, and charged with an allocation of administration expenses.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants vest in the Company’s contribution based on the Plan’s vesting schedule. For each year of service, the participants vest at a rate of 20%, becoming 100% vested after five years.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE A – SUMMARY DESCRIPTION OF THE PLAN – CONTINUED

Forfeitures

If a participant terminates service with the Company, the non-vested portion of their account shall be forfeited. The forfeited amounts can be allocated to other participants, used to defray administrative expenses of the Plan, or be applied against the Company's future contributions. There were no available unused forfeitures at December 31, 2014 and 2013. Forfeitures of \$16,487 were used in 2014 to reduce Company contributions.

Notes Receivable from Participants

Participants may borrow a maximum amount up to the lesser of 50% of their vested account balance or \$50,000. The Plan provides that loan amounts must be a minimum of \$1,000. The loans are secured by the balance in the participant's account and bear fixed interest at a rate of prime plus 1.5%, at the time of the loan. The term of the loans may not exceed five years for general-purpose loans and thirty years if the purpose of the loan is to acquire the participant's principal residence. A participant may not have more than one loan outstanding at any given time. At December 31, 2014 and December 31, 2013, loans outstanding bear interest at rates ranging from 4.75% to 9.50%.

Plan Withdrawals and Distributions

Active participants may withdraw certain amounts from their accounts up to their entire vested balance, subject to IRC regulations.

Plan distributions are made to participants or their designated beneficiary upon normal retirement, disability or death, in the fully vested funds credited to their participant accounts. A participant who leaves employment of the Company before normal retirement for reasons other than disability or death is eligible to receive the vested portion of their account, including rollovers. Distributions are made in either a single lump sum or periodic payments.

Benefits paid to participants on the Statement of Changes in Net Assets Available for Benefits include distributions to employees partially and wholly withdrawn from the Plan, and rollovers to other qualified plans.

Plan Termination

Although the Company has not expressed intent to terminate the Plan, it reserves the right to do so at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in the Company contribution portion of their account.

Transfer to Affiliated Plan

During 2014, the participant balances of the employees of Brooklyn Events Center, LLC were transferred to the Brooklyn Sports and Entertainment Section 401(k) Plan, an affiliated plan through common ownership.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Benefit Payments

Benefit payments to participants are recorded when paid.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are held by the custodian of the Plan, the John Hancock Life Insurance Company of New York and are stated 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 F for discussion of fair value measurements.

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

Expenses of the Plan

Administrative expenses, with the exception of investment management fees and loan origination fees, are generally paid by the Company. Participants are charged investment management fees which reduces the investment return reported and credited to participant accounts.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE C – PARTY-IN-INTEREST

The Plan invests in pooled separate accounts and a guaranteed investment contract managed by the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE D – FINANCIAL INFORMATION CERTIFIED BY THE CUSTODIAN

Information certified by the custodian of the Plan includes the following items which were reported in the Statements of Net Assets Available for Benefits, Statement of Changes in Net Assets Available for Benefits, and the Schedule of Assets (Held at End of Year). No auditing procedures were performed by the independent accountants with respect to the information certified as complete and accurate by the custodian of the Plan.

	December 31	
	2014	2013
Pooled separate accounts	\$ 33,616,046	\$ 32,323,097
Guaranteed investment contract	391,707	354,551
Notes receivable from participants	424,896	452,314
Cash, noninterest bearing	14,624	12,729
	Year Ended December 31, 2014	
Interest	\$	2,295
Net appreciation in the fair value of pooled separate accounts		1,811,557
Interest on notes receivable from participants		18,953

NOTE E – INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets at either December 31, 2014 or 2013:

	December 31	
	2014	2013
JNY Lifestyle Growth	\$ 3,713,408	\$ 3,801,858
JNY Lifestyle Balanced	3,513,113	3,533,653
JNY Lifestyle Aggressive	1,888,816	1,833,663

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE F – FAIR VALUE MEASUREMENTS

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

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-derived valuations in which all significant inputs are observable or can be corroborated by observable market data.

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

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

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

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

Pooled separate accounts: Units of separate accounts which are held in underlying funds of either John Hancock Life Insurance Company (U.S.A.) or John Hancock Life Insurance Company of New York. These investments are valued using the net asset value (“NAV”) of units held by the Plan at year end as provided by John Hancock. The NAV is based on the fair value of the underlying assets owned by the fund, net of the investment management fee. The investment management fee is deducted prior to setting the daily unit value. There are no unfunded commitments, redemption restrictions, or notice period. Redemption frequency is daily.

Guaranteed interest account: Investment in the John Hancock Guaranteed Account (the “Guaranteed Account”) is carried at fair value, which approximates contract value. The investment is not fully benefit-responsive, due to the fact that there is no minimum or “floor” rate and because certain distributions from the Guaranteed Account may be subject to market value adjustments.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE F – FAIR VALUE MEASUREMENTS – CONTINUED

Contract value represents contributions made under the contract, plus earnings, less any withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Under certain circumstances (i.e. non-benefit withdrawals from the Guaranteed Account), the distributions may be made at the lesser of book (contract) or market (fair) value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The guaranteed average current interest rate was approximately 1.57% for 2014 and 1.68% for 2013. There is no minimum crediting interest rate.

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

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

	Fair Value at 12/31/2014	Level 1	Level 2	Level 3
Pooled Separate Accounts:				
Lifecycle Funds ^(a)	\$ 2,016,306	\$ -	\$ 2,016,306	\$ -
Lifestyle Funds ^(b)	10,901,455	-	10,901,455	-
Conservative Funds ^(c)	639,188	-	639,188	-
Income Funds ^(d)	2,363,521	-	2,363,521	-
Growth & Income Funds ^(e)	5,155,226	-	5,155,226	-
Growth Funds ^(f)	8,864,937	-	8,864,937	-
Aggressive Growth Funds ^(g)	3,675,413	-	3,675,413	-
Guaranteed Account	391,707	-	-	391,707
Total	\$34,007,753	\$ -	\$33,616,046	\$ 391,707

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE F – FAIR VALUE MEASUREMENTS – CONTINUED

	Fair Value at 12/31/2013	Level 1	Level 2	Level 3
Pooled Separate Accounts:				
Lifecycle Funds ^(a)	\$ 1,747,032	\$ -	\$ 1,747,032	\$ -
Lifestyle Funds ^(b)	10,815,368	-	10,815,368	-
Conservative Funds ^(c)	763,996	-	763,996	-
Income Funds ^(d)	2,604,018	-	2,604,018	-
Growth & Income Funds ^(e)	4,376,284	-	4,376,284	-
Growth Funds ^(f)	8,000,692	-	8,000,692	-
Aggressive Growth Funds ^(g)	4,015,707	-	4,015,707	-
Guaranteed Account	354,551	-	-	354,551
Total	\$32,677,648	\$ -	\$32,323,097	\$ 354,551

^(a) Lifecycle funds seek to provide high total return until its target retirement date. The funds invest, under normal market conditions, in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

^(b) Lifestyle funds objectives are to provide a mix of varying emphasis between high level of current income and growth of capital. The funds invest in assets in underlying funds, which invest primarily in equity securities.

^(c) Conservative funds seek to maximize current income consistent with preservation of principal and liquidity by investing in high quality, money market instruments.

^(d) Income funds seek a mixture of high level of current income, maximum total return, prudent investment management, moderate price volatility, and preservation of capital. It invests in a diversified group of mutual funds with fixed-income securities, total assets in inflation-index bonds, and fixed income securities.

^(e) Growth and income funds objectives are conservation of capital, current income and long-term growth of capital and income. The funds invest primarily in a broad range of securities, including stocks, bonds, and cash or money market instruments.

^(f) Growth funds seek long-term growth of capital, capital appreciation, long-term total return, and current income. The funds invest in common and preferred stocks, as well as debt securities and securities convertible into common stock.

^(g) Aggressive growth funds seek to provide long-term growth of capital, a certain estimated aggregate total return, a certain benchmarked market index, and long-term capital appreciation. The funds invest primarily in stocks, securities, and may also hold cash or money market instruments.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

December 31, 2014 and 2013

NOTE F – FAIR VALUE MEASUREMENTS – CONTINUED

The table below sets forth a summary of changes in the fair value of the Plan’s Level 3 assets for the year ended December 31, 2014:

	Guaranteed Accounts
Balance, beginning of year	\$ 354,551
Interest	2,541
Purchases	49,335
Sales	(14,720)
Balance, end of year	<u>\$ 391,707</u>

NOTE G – INCOME TAX STATUS

The prototype plan sponsor has obtained an opinion letter dated March 31, 2014 in which the Internal Revenue Service (“IRS”) stated that the prototype plan document was in compliance with applicable requirements of the IRC. The Plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken on uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE H – RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk employed with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE I – SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2014 financial statements for subsequent events through October 8, 2015, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require disclosure in the financial statements.

Supplementary Information

Forest City Ratner Companies, LLC 401(k) Plan

**SCHEDULE H, LINE 4A – SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS**

For the year ended December 31, 2014

EIN: 13-3519580

Plan Number: 001

Participant Contributions Transferred Late To Plan	Total that Constitute Non-exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside Of VFCP	Contributions Pending Correction In VFCP	
<u>\$ 76,431</u>	<u>\$ -</u>	<u>\$ 76,431</u>	<u>\$ -</u>	<u>\$ -</u>

Forest City Ratner Companies, LLC 401(k) Plan

**SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

As of December 31, 2014

EIN: 13-3519580

Plan No.: 001

Fund Name	Description of Investment	Current Value
* John Hancock New York		
JNY Washington Mutual Investors	Pooled Separate Account	121,299
JNY Lifecycle 2020	Pooled Separate Account	55,905
JNY Domini Social Equity Investment Company of America	Pooled Separate Account	36,444
JNY Small Cap Growth Index	Pooled Separate Account	155,018
JNY Lifecycle 2015	Pooled Separate Account	45,997
JNY Lifecycle 2040	Pooled Separate Account	99,918
Science & Technology Fund	Pooled Separate Account	125,335
JNY Lifecycle 2035	Pooled Separate Account	183,642
Intl Small Cap Fund	Pooled Separate Account	56,786
JNY Lifecycle 2045	Pooled Separate Account	277,470
JNY Lifecycle 2050	Pooled Separate Account	42,464
JNY PIMCO Real Return	Pooled Separate Account	185,859
Intl Equity Index Fund	Pooled Separate Account	97,861
JNY Franklin Small-Mid Growth	Pooled Separate Account	52,946
JNY Templeton World	Pooled Separate Account	129,986
JNY T. Rowe Price Health Sci	Pooled Separate Account	481,513
JNY American Century Vista	Pooled Separate Account	179,125
JNY Lifecycle 2025	Pooled Separate Account	666,077
Small Cap Index Fund	Pooled Separate Account	322,258
Capital Appreciation Fund	Pooled Separate Account	568,800
JNY PIMCO Global Bond	Pooled Separate Account	206,674
JNY Fidelity Adv New Insights	Pooled Separate Account	135,779
JNY T. Rowe Price Sci & Tech	Pooled Separate Account	177,064
JNY Short-Term Federal	Pooled Separate Account	419,414
JNY Mutual Beacon	Pooled Separate Account	290,959
JNY American Balanced Fund	Pooled Separate Account	463,235
JNY Blue Chip Growth Fund	Pooled Separate Account	827,995
JNY Lifecycle 2030	Pooled Separate Account	644,833
JNY T. Rowe Price Spectrum Inc	Pooled Separate Account	282,523
JNY Small Cap Value Index	Pooled Separate Account	89,803
JNY Oppenheimer Global	Pooled Separate Account	286,346

**SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) – CONTINUED**

As of December 31, 2014

EIN: 13-3519580

Plan No.: 001

Fund Name	Description of Investment	Current Value
JNY The Growth Fund of America	Pooled Separate Account	406,133
Real Est. Securities Fund	Pooled Separate Account	473,885
Mid Cap Index Fund	Pooled Separate Account	895,681
International Value Fund	Pooled Separate Account	547,066
JNY Mutual Global Discovery	Pooled Separate Account	879,402
JPM MidCap Value Fund	Pooled Separate Account	854,664
JNY Energy	Pooled Separate Account	356,101
JNY Lifestyle Moderate	Pooled Separate Account	786,108
JNY EuroPacific Growth Fund	Pooled Separate Account	499,740
JNY Lifestyle Conservative	Pooled Separate Account	1,000,010
JNYT. Rowe Price Equity Inc	Pooled Separate Account	944,698
JNY T. Rowe Price Sm Cap Val	Pooled Separate Account	1,101,667
JNY Davis New York Venture	Pooled Separate Account	993,881
500 Index Fund	Pooled Separate Account	1,692,637
JNY Lifestyle Aggressive	Pooled Separate Account	1,888,816
JNY Oppenheimer Developing Mkt	Pooled Separate Account	624,601
JNY PIMCO Total Return	Pooled Separate Account	1,269,050
JNY Money Market Fund	Pooled Separate Account	639,188
JNY Lifestyle Balanced	Pooled Separate Account	3,513,113
JNY Investment Company of America	Pooled Separate Account	159,969
JNY Small Cap Value Fund	Pooled Separate Account	173,556
JNY Lifestyle Growth	Pooled Separate Account	3,713,408
JNY Value Fund	Pooled Separate Account	867,105
JNY Disciplined Value	Pooled Separate Account	482,201
Fundamental Large Cap Value	Pooled Separate Account	488,546
Utilites Fund	Pooled Separate Account	634,163
TOCQ GOLD	Pooled Separate Account	21,329
General Account	Guaranteed Interest Accounts	391,707
* Loans to participants	Varying Maturity dates with interest rates ranging from 4.75% to 9.50%	424,896
		<u>34,432,649</u>

*Denotes an allowable party-in-interest

Schedule H, Line 4i

Schedule of Assets (Held At End of Year)

Name of Plan:

▶ Forest City Ratner Companies, LLC 401(k) Plan

Employer Identification Number: ▶ 13-3519580

For plan year (beginning/ending): ▶ 1/1/2014 - 12/31/2014 Plan number: ▶ 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	John Hancock New York	JH Thru 2050 Active Strategy		42464
	John Hancock New York	JH Thru 2045 Active Strategy		277470
	John Hancock New York	JH Thru 2040 Active Strategy		99918
	John Hancock New York	JH Thru 2035 Active Strategy		183642
	John Hancock New York	JH Thru 2030 Active Strategy		644833
	John Hancock New York	JH Thru 2025 Active Strategy		666077
	John Hancock New York	JH Thru 2020 Active Strategy		55906
	John Hancock New York	JH Thru 2015 Active Strategy		45997
	John Hancock New York	JH LS Agg Active Strategy		1888816
	John Hancock New York	JH LS Grow Active Strategy		3713408
	John Hancock New York	JH LS Bal Active Strategy		3513113
	John Hancock New York	JH LS Mod Active Strategy		786108
	John Hancock New York	JH LS Con Active Strategy		1000010
	John Hancock New York	Tocqueville Gold Fund		21328
	John Hancock New York	Vanguard Energy Fund		356101
	John Hancock New York	International Value Fund		547066
	John Hancock New York	T. Rowe Price Sci & Tech		177064
	John Hancock New York	Intl Small Cap Fund		56786
	John Hancock New York	Vanguard Small Cap Grow Index		155017
	John Hancock New York	Oppenheimer Developing Mkt		624601
	John Hancock New York	Intl Equity Index Fund		97861
	John Hancock New York	Small Cap Index Fund		322258
	John Hancock New York	Science & Technology Fund		125335
	John Hancock New York	Franklin Small-Mid Growth		52946
	John Hancock New York	Oppenheimer Global		286346
	John Hancock New York	Templeton World		129986
	John Hancock New York	EuroPacific Growth Fund		499740
	John Hancock New York	American Century Heritage		179125
	John Hancock New York	Real Est. Securities Fund		473885
	John Hancock New York	T. Rowe Price Health Sci		481513
	John Hancock New York	Vanguard Small Cap Value Index		89803
	John Hancock New York	T. Rowe Price Sml Cap Val		1101667
	John Hancock New York	Mid Cap Index Fund		895681
	John Hancock New York	Small Cap Value Fund		173556
	John Hancock New York	Value Fund		867105
	John Hancock New York	John Hancock Disciplined Value		482201
	John Hancock New York	Blue Chip Growth Fund		827995
	John Hancock New York	Capital Appreciation Fund		568800
	John Hancock New York	The Growth Fund of America		406133

Name of Plan:				
►	Forest City Ratner Companies, LLC 401(k) Plan			
Employer Identification Number: ►		13-3519580		
For plan year (beginning/ending): ►		1/1/2014 - 12/31/2014	Plan number: ►	001
	John Hancock New York	Davis New York Venture		993881
	John Hancock New York	Domini Social Equity		36444
	John Hancock New York	Utilities Fund		634163
	John Hancock New York	T. Rowe Price Equity Inc		944698
	John Hancock New York	500 Index Fund		1692637
	John Hancock New York	Investment Company of America		159969
	John Hancock New York	JPMorgan MidCap Value Fund		854664
	John Hancock New York	Franklin Mutual Beacon Fund		290959
	John Hancock New York	Fidelity Adv New Insights		135779
	John Hancock New York	Mutual Global Discovery		879402
	John Hancock New York	Washington Mutual Investors		121299
	John Hancock New York	American Balanced Fund		463235
	John Hancock New York	Fundamental Large Cap Value		488546
	John Hancock New York	PIMCO Global Bond		206674
	John Hancock New York	PIMCO Real Return		185859
	John Hancock New York	T. Rowe Price Spectrum Inc		282523
	John Hancock New York	PIMCO Total Return		1269050
	John Hancock New York	Vanguard Short-Term Federal		419414
	John Hancock New York	Money Market Fund		639188
	John Hancock New York	Guaranteed Interest Accounts		391707
	John Hancock New York	Cash Account		14624
	Participant Loans	4.75% - 9.50%		425896