

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> 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 <u>S&ME, INC. PERSONAL RETIREMENT OPTION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1992</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>S&ME, INC.</u> <u>3201 SPRING FOREST ROAD</u> <u>RALEIGH, NC 27616</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>56-0791580</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>919-872-2660</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>56-0791580</u>	2c Plan Sponsor's telephone number <u>919-872-2660</u>	2d Business code (see instructions) <u>541330</u>	
2b Employer Identification Number (EIN) <u>56-0791580</u>					
2c Plan Sponsor's telephone number <u>919-872-2660</u>					
2d Business code (see instructions) <u>541330</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.	10/05/2015	BRUCE ALTSTAETTER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2015	BRUCE ALTSTAETTER
	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) <u>BATCHELOR, TILLERY & ROBERTS, LLP</u> <u>3605 GLENWOOD AVENUE, SUITE 350</u> <u>RALEIGH, NC 27612</u>			Preparer's telephone number (optional) <u>919-787-8212</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1097
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) 800
a(2) Total number of active participants at the end of the plan year	6a(2) 841
b Retired or separated participants receiving benefits	6b
c Other retired or separated participants entitled to future benefits.....	6c 315
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 1156
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e
f Total. Add lines 6d and 6e	6f 1156
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 18
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K	
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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2014 <hr/> 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 S&ME, INC. PERSONAL RETIREMENT OPTION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 S&ME, INC.	D Employer Identification Number (EIN) 56-0791580	

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

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	1114178-01	162	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

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

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

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

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

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

(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
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(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** 3595665**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**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 ▶ **GROUP ANNUITY CONTRACT****b** Balance at the end of the previous year **7b** 4220321**c** Additions: (1) Contributions deposited during the year **7c(1)** 241353(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 54496(4) Transferred from separate account **7c(4)** 923343(5) Other (specify below) **7c(5)** 32284▶ **LOAN REPAYMENTS, FORFEITURES**(6) Total additions **7c(6)** 1251476**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 5471797**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 601656(2) Administration charge made by carrier **7e(2)** 6418(3) Transferred to separate account **7e(3)** 1268058(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 1876132**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 3595665

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)	
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)	
(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)	
(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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>S&ME, INC. PERSONAL RETIREMENT OPTION 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>S&ME, INC.</u>	D Employer Identification Number (EIN) <u>56-0791580</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WELLS FARGO ADVISORS, LLC

34-1542819

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

25-0921018

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

26-0058143

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WISS & COMPANY, LLP

22-1732349

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

BRUCE MCFARLAND, GEN2 GROUP, LLC

27-2928302

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

MARSH FINPRO

34-1436000

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

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

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

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
	RECORDKEEPER	19924	Yes ☒ No ☐	Yes ☒ No ☐	72172	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<p>A Name of plan <u>S&ME, INC. PERSONAL RETIREMENT OPTION PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>001</u></p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>S&ME, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>56-0791580</u></p>	

Part I	<p>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)</p>
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL IFX TGT EASYPATH BAL FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN <u>06-1050034-697</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>691818</u>
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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):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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>S&ME, INC. PERSONAL RETIREMENT OPTION 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>S&ME, INC.</u>		D Employer Identification Number (EIN) <u>56-0791580</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	1395156	1241084
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	680052	691818
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	52085754	56561329
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	4220321	3595665
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	58381283	62089896

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	54772	41074
k Total liabilities (add all amounts in lines 1g through 1j)	1k	54772	41074

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	58326511	62048822
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	3391236	
(C) Others (including rollovers)	2a(1)(C)	779208	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4170444

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	53860	
(F) Other	2b(1)(F)	2171783	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2225643

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

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1918178
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		8314265

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4572030	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4572030
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	19924	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		19924
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4591954

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3722311
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **BATCHELOR, TILLERY & ROBERTS LLP**

(2) EIN: **56-1750124**

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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		2500000
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)

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.
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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 <u>S&ME, INC. PERSONAL RETIREMENT OPTION 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>S&ME, INC.</u>	D Employer Identification Number (EIN) <u>56-0791580</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u> <u>22-1211670</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	<u>0</u>	
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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

- 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): _____

BACHELOR, TILLERY & ROBERTS, LLP

CERTIFIED PUBLIC ACCOUNTANTS

POST OFFICE BOX 18068

RALEIGH, NORTH CAROLINA 27619

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Independent Auditors' Report

The Administrative Committee and Plan Participants
S&ME, Inc. Personal Retirement Option Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Great-West Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Batchelor, Tillery & Roberts, LLP

October 6, 2015

ATTACHMENT TO IRS FORM 5500 - SCHEDULE H - LINE 4(i)
SCHEDULE OF ASSETS HELD AT YEAR-END
DECEMBER 31, 2014

PLAN SPONSOR: S&ME, INC.
EIN: 56-0791580

PLAN NAME: S&ME, INC. PERSONAL RETIREMENT OPTION PLAN
PLAN NUMBER: 001

<u>Identity of Issuer</u>	<u>Description of Investment</u>	<u>Cost</u>	<u>Current Value</u>
Registered investment companies:			
* Great West Investments	Great-West Lifetime 2025 Trust II	\$ 5,510,973	\$ 5,506,412
Prudential Investments	Jennison Growth Fund Z	3,861,490	5,128,555
Vanguard Group	Vanguard Institutional Index Fund	2,770,560	4,058,786
* Great West Investments	Great-West Lifetime 2035 Trust II	3,873,200	3,864,579
American Funds Group	Washington Mutual Investors Fund	2,598,155	3,510,442
* Great West Investments	Great-West Lifetime 2025 Trust III	3,342,009	3,338,375
John Hancock	John Hancock Disciplined Value Mid Cap I	2,305,160	3,038,043
* Great West Investments	Great-West Lifetime 2035 Trust III	2,884,763	2,878,714
American Funds Group	Euro-Pacific Growth Fund	2,343,337	2,797,047
* Great West Investments	Great-West Lifetime 2045 Trust II	2,765,282	2,759,085
Vanguard Group	Vanguard Mid Cap Index Fund	2,432,425	2,428,796
T. Rowe Price Associates, Inc.	T. Rowe Mid Cap Growth	1,902,156	2,276,879
Prudential Investments	Prudential Core Plus Bond Fund	2,126,708	2,132,843
American Funds Group	American Balanced Fund	1,454,330	1,872,428
* Great West Investments	Great-West Lifetime 2045 Trust III	1,547,241	1,543,986
* Great West Investments	Great-West Lifetime 2015 Trust III	1,395,512	1,394,013
* Great West Investments	Great-West Lifetime 2015 Trust II	1,335,070	1,334,958
* Great West Investments	Great-West Lifetime 2015 Trust I	914,653	914,590
Allianz Global Inv Fund Mgmt	Allianz NFJ Cap Admin	885,381	826,776
Eagle	Eagle Small Cap Growth	643,744	619,548
First American	Nuveen Real Estate Securities I	495,472	568,700
* Great West Investments	Great-West Lifetime 2055 Trust III	559,850	558,686
* Great West Investments	Great-West Lifetime 2025 Trust I	485,838	485,799
* Great West Investments	Great-West SF Balance Fund G	464,195	474,948
Invesco AIM Advisors, Inc.	Invesco International Small Company R5	487,052	462,420
Invesco AIM Advisors, Inc.	Invesco Developing Markets R5	395,778	385,216
Vanguard Group	Vanguard Small Cap Index Fund Fund	341,683	343,496
* Great West Investments	Great-West Lifetime 2055 Trust II	284,758	284,061
* Great West Investments	Great-West Lifetime 2035 Trust I	276,911	276,635
* Great West Investments	Great-West Lifetime 2045 Trust I	211,555	211,157
* Great West Investments	Great-West Lifetime 2055 Trust I	166,343	166,035
Domini	Domini Social Equity Inv	79,979	89,508
* Great West Investments	Great-West Interest Fund	28,944	29,813
		\$ 51,170,507	\$ 56,561,329
Pooled separate account:			
Prudential Investments	Prudential IncomeFlex Target EasyPath Balanced Fund	575,565	691,818
Unallocated contract:			
* Great West Investments	Guaranteed Interest Fund	3,437,676	3,595,665
		55,183,748	60,848,812
* Participant loans	Participant loans (3.25% to 4.25%, due through July 2019)	1,239,411	1,241,084
		\$ 56,423,159	\$ 62,089,896

* Denotes party-in-interest

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Financial Statements and Schedule

December 31, 2014 and 2013

(With Independent Auditors' Report Thereon)

BACHELOR, TILLERY & ROBERTS, LLP

CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditors' Report

The Administrative Committee and Plan Participants
S&ME, Inc. Personal Retirement Option Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Great-West Trust Company, LLC, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Batchelor, Tillery & Roberts, LLP

October 6, 2015

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
<u>Assets</u>		
Investments, at fair value as certified by custodian	\$ 60,848,812	56,986,127
Notes receivable from participants	<u>1,241,084</u>	<u>1,395,156</u>
	62,089,896	58,381,283
<u>Liabilities</u>		
Excess contributions owed to participants	<u>41,074</u>	<u>54,772</u>
Net assets available for plan benefits	\$ <u>62,048,822</u>	<u>58,326,511</u>

See accompanying notes to financial statements.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions to net assets:		
Investment return, as certified by custodian:		
Interest and dividends	\$ 2,225,643	2,411,606
Net appreciation in fair value of investments	<u>1,918,178</u>	<u>7,178,828</u>
Total investment return	<u>4,143,821</u>	<u>9,590,434</u>
Contributions:		
Employee	3,391,236	3,004,686
Rollover	<u>779,208</u>	<u>319,995</u>
Total contributions	<u>4,170,444</u>	<u>3,324,681</u>
Total additions to net assets	<u>8,314,265</u>	<u>12,915,115</u>
Deductions from net assets:		
Benefits paid to participants	4,572,030	4,147,063
Administrative expenses	<u>19,924</u>	<u>18,941</u>
Total deductions from net assets	<u>4,591,954</u>	<u>4,166,004</u>
Increase in net assets	3,722,311	8,749,111
Net assets available for plan benefits:		
Beginning of year	<u>58,326,511</u>	<u>49,577,400</u>
End of year	\$ <u>62,048,822</u>	<u>58,326,511</u>

See accompanying notes to financial statements.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements

December 31, 2014 and 2013

(1) Description of Plan

The following description of the S&ME, Inc. Personal Retirement Option Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

(a) General

The Plan, a defined contribution plan, was established by S&ME, Inc. (the "Company") effective May 1, 1992. The Plan is administered by an Administrative Committee appointed by the Company. The Administrative Committee appoints the custodian, who is responsible for investment of the assets of the Plan. The Company has been appointed to be the Plan administrator. Great-West Trust Company, LLC ("Great-West") serves as the custodian of the Plan.

The purpose of the Plan is to enable employees of the Company to save for retirement and certain special situations, including benefits in the event of death, disability, or other termination of employment, with pretax dollars. The Plan is for the exclusive benefit of eligible employees and their beneficiaries and is subject to the Employee Retirement Income Security Act of 1974 ("ERISA").

(b) Eligibility of Participation

Effective January 1, 2008, the Plan was amended so that all employees are eligible to participate in the Plan upon attainment of age twenty-one. Enrollment is automatic upon attainment of the age requirement unless employees specifically request exemption from participation.

(c) Contributions

Each year, participants may elect to make tax-deferred contributions to the Plan of up to 50 percent of annual individual compensation subject to certain Internal Revenue Service limitations. Rollover contributions from other plans are also permitted. Effective January 1, 2008, tax-deferred contributions are 4% of employees' eligible compensation unless they elect a different percentage or elect to not participate in the Plan. As of January 1, 2008, employees may also make post-tax Roth contributions to the Plan. The Company may elect to match employee contributions or make other contributions at its discretion. No Company contributions were elected in 2014 and 2013.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(1) Description of Plan, Continued

(d) Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contribution and an allocation of the Company's discretionary contribution and the Plan earnings (losses). Forfeitures, if any, may be treated as additional discretionary profit sharing contributions to the Plan. Plan earnings are allocated based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(e) Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings (losses) thereon. Vesting in the Company's contribution is based on years of continuous service. This portion of the account vests at a rate of 20 percent per year beginning in the second year, becoming fully vested after six years of service.

(f) Notes Receivable from Participants

Participants in the Plan are eligible to borrow funds from their account balance. Such transactions qualify as party-in-interest transactions. The outstanding balance of all notes receivables per participant cannot exceed the lesser of \$50,000 or 50 percent of the vested interest in the participant's account. The notes are collateralized by the balance in the participant's account. The terms of the notes and the interest rate are determined by the Administrative Committee. Interest rates range from 3.25% to 4.25% on outstanding notes. Principal and interest are paid ratably through payroll deductions.

(g) Payment of Benefits

Upon termination of employment, retirement, death or disability, participants generally may elect to receive either a lump-sum payment of the account balance, a joint and survivor annuity, part lump-sum and part installments, or equivalent annuity payments over their remaining life expectancy.

The Plan provides retirement benefits for participants who reach normal retirement age, which is defined as the later of the date the participant attains age 55 or the fifth anniversary of Plan participation.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(1) Description of Plan, Continued

(h) Forfeited Accounts

Forfeitures of nonvested account balances are reallocated to participants' accounts based upon the ratio of the participant's compensation to the total compensation of participants in the Plan for the year. As of December 31, 2014 and 2013, forfeited nonvested accounts totaled \$29,813 and \$25,343, respectively. During 2014 and 2013, respectively, the Plan allocated forfeited balances totaling \$0 to participants' accounts.

(i) Party-In-Interest

The Plan invests in mutual funds and investment contracts managed by Great-West. The income of the Plan is derived from these investments; therefore, these transactions qualify as party-in-interest transactions that are allowable under ERISA.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and present the net assets available for plan benefits and changes in those net assets on an accrual basis.

(b) Investments

Participant-directed investments held by Great-West are valued based on the current market values of the underlying assets of the accounts. Mutual funds are valued at quoted market prices.

Investments in pooled separate accounts are reported at fair value based on net asset value.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for plan benefits must present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value, and the statement of changes in net assets available for plan benefits must be prepared on a contract value basis. As of December 31, 2014 and 2013, the fair value of the Plan's investment contract (Guaranteed Interest Fund "GIF") approximates contract value, and accordingly, no adjustment is required.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(2) Summary of Significant Accounting Policies, Continued

(b) Investments, Continued

Interest is credited on the contract balance of the GIF using a single portfolio rate approach whereby a single interest crediting rate is applied to all contributions made to the contract regardless of the timing of those contributions. Many factors are considered in establishing the interest crediting rate including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account without regard to a specific formula. The rate is reviewed semi-annually for resetting. The minimum crediting rate is 1.50%.

The average yield earned by the Plan and credited to participants on the GIF was 1.50% for 2014 and 1.68% for 2013.

The Plan presents in the statements of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation (depreciation) on those investments. Investment management fees are charged to the individual funds in the Plan and are also included in the net appreciation (depreciation) in the fair value of investments.

(c) Notes Receivable from Participants

Notes receivable from participants are valued at amortized cost.

(d) Excess Contributions

Amounts payable to participants totaling \$41,074 and \$54,772 as of December 31, 2014 and 2013, respectively, for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to employee contributions. The Plan distributed the 2014 and 2013 excess contributions to the applicable participants prior to March 15, 2015 and 2014, respectively.

(e) Benefits

Benefits are recorded when paid.

(f) Administrative and Investment Costs

Certain administrative costs are paid by the Company. In 2014 and 2013, the Company paid administrative expenses on behalf of the Plan totaling \$17,451 and \$20,490, respectively.

Investment management and administration costs are charged to the individual funds in the Plan and are included in the net appreciation (depreciation) in the fair value of investments.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(2) Summary of Significant Accounting Policies, Continued

(g) Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of net assets available for plan benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(h) Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The authoritative guidance for fair value measurements establishes a three level hierarchy which encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and the Level 3 inputs are unobservable and have the lowest priority.

Following is a description of the valuation techniques used by the Plan to measure different financial instruments at fair value and the level within the fair value hierarchy in which the financial instrument is categorized.

Level 1 Fair Value Measurements

The fair values of equity and fixed income securities are based on quoted market prices, when available. The Plan's Level 1 investments primarily consist of investments in mutual funds.

Level 2 Fair Value Measurements

The fair value of the Prudential IncomeFlex Target EasyPath Balanced Fund is established using the appropriate methodology for each respective fund within the investment as it is a pooled separate account. Investments in a pooled separate account are reported at fair value based on net asset value of the fund provided by Prudential Insurance Company of America ("Prudential").

Level 3 Fair Value Measurements

The contract value of the GIF, which approximates the fair value, is established by determining the amount of contributions plus interest credited based on an established interest rate.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(3) Certified Financial Data

The following is a summary of the Plan's financial information and data certified by the custodian as complete and accurate in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 as of and for the years ended December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Investments, at fair value	\$ <u>60,848,812</u>	<u>56,986,127</u>
Investment return:		
Interest and dividends on investments	\$ <u>2,171,783</u>	<u>2,356,661</u>
Net appreciation in fair value of investments:		
Registered investment companies	1,881,777	7,094,850
Pooled separate account	<u>36,401</u>	<u>83,978</u>
	<u>1,918,178</u>	<u>7,178,828</u>
	\$ <u>4,089,961</u>	<u>9,535,489</u>

The following table presents the fair values of those investments that represent five percent or more of the Plan's net assets as of December 31, 2014 or 2013:

	<u>2014</u>	<u>2013</u>
Great-West Lifetime 2025 Trust II	\$ 5,506,412	5,585,998
Jennison Growth Fund Z	5,128,555	4,815,139
Vanguard Institutional Index Fund	4,058,786	3,246,383
Great-West Lifetime 2035 Trust II	3,864,579	3,752,566
Guaranteed Interest Fund	3,595,665	4,220,321
Washington Mutual Investors Fund	3,510,442	3,008,007
Great-West Lifetime 2025 Trust III	3,338,375	3,141,796

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(4) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for plan benefits as of December 31, 2014 and 2013 as follows:

		Fair Value Measurements at Reporting Date Using:		
<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies:				
Target dates - large blended fund	\$ 25,517,085	25,517,085	-	-
Large cap stock - growth fund	5,128,555	5,128,555	-	-
Large cap stock - blended fund	4,058,786	4,058,786	-	-
Other funds	<u>21,856,903</u>	<u>21,856,903</u>	<u>-</u>	<u>-</u>
	56,561,329	56,561,329	-	-
Pooled separate account:				
Prudential IncomeFlex Target EasyPath Balanced Fund	691,818	-	691,818	-
Unallocated contract:				
Guaranteed interest fund	<u>3,595,665</u>	<u>-</u>	<u>-</u>	<u>3,595,665</u>
	<u>\$ 60,848,812</u>	<u>56,561,329</u>	<u>691,818</u>	<u>3,595,665</u>
		Fair Value Measurements at Reporting Date Using:		
<u>December 31, 2013</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies:				
Target dates - large blended fund	\$ 24,313,653	24,313,653	-	-
Large cap stock - growth fund	4,815,139	4,815,139	-	-
Large cap stock - blended fund	3,246,383	3,246,383	-	-
Other funds	<u>19,710,579</u>	<u>19,710,579</u>	<u>-</u>	<u>-</u>
	52,085,754	52,085,754	-	-
Pooled separate account:				
Prudential IncomeFlex Target EasyPath Balanced Fund	680,052	-	680,052	-
Unallocated contract:				
Guaranteed income fund	<u>4,220,321</u>	<u>-</u>	<u>-</u>	<u>4,220,321</u>
	<u>\$ 56,986,127</u>	<u>52,085,754</u>	<u>680,052</u>	<u>4,220,321</u>

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(4) Fair Value Measurements, Continued

The following tables provide further details of the changes in the Level 3 fair value measurements during 2014 and 2013:

	<u>Guaranteed interest fund</u>
Balance, December 31, 2012	\$ 4,711,204
Interest	72,355
Purchases	193,478
Sales	(291,821)
Net transfers	<u>(464,895)</u>
Balance, December 31, 2013	4,220,321
Interest	54,088
Purchases	274,045
Sales	(608,074)
Net transfers	<u>(344,715)</u>
Balance, December 31, 2014	\$ <u>3,595,665</u>

The Prudential IncomeFlex Target EasyPath Balanced Fund is a pooled separate account reported at fair value based on net asset values provided by Prudential. The investment is a variable annuity offered as a retirement plan option that features a guaranteed minimum withdrawal benefit for an additional fee. The underlying investments include domestic equities, fixed-income investments, international equities, and non-traditional asset classes.

(5) Notes Receivable from Participants

There were \$1,241,084 and \$1,395,156 in outstanding notes receivable from participants as of December 31, 2014 and 2013, respectively. Interest earned on loans totaled \$53,860 and \$54,945 during 2014 and 2013, respectively.

(6) Federal Income Taxes

The Internal Revenue Service has determined and informed the Company by letter dated January 27, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. Management evaluated the Plan's tax position and concluded that the Plan had maintained its exempt status and does not believe the financial statements include any uncertain tax positions. Tax years ended December 31, 2011 through December 31, 2014, remain open for examination by taxing authorities as of the date of this report

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Notes to Financial Statements, Continued

December 31, 2014 and 2013

(7) Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

(8) Risks and Uncertainties

Financial instruments, which potentially subject the Plan to concentration of credit risk, consist principally of investments held in mutual funds, a pooled separate account, and investment contracts. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

(9) Subsequent Events

The date to which events occurring after December 31, 2014, the date of the most recent statement of net assets available for plan benefits, have been evaluated for possible adjustment to the financial statements or disclosure is October 6, 2015, the date the financial statements were available to be issued.

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Schedule of Assets (Held at End of Year)

December 31, 2014

<u>Identity of Issuer</u>	<u>Description of Investment</u>	<u>Cost</u>	<u>Current value</u>
Registered investment companies:			
* Great West Investments	Great-West Lifetime 2025 Trust II	** \$	5,506,412
Prudential Investments	Jennison Growth Fund Z	**	5,128,555
Vanguard Group	Vanguard Institutional Index Fund	**	4,058,786
* Great West Investments	Great-West Lifetime 2035 Trust II	**	3,864,579
American Funds Group	Washington Mutual Investors Fund	**	3,510,442
* Great West Investments	Great-West Lifetime 2025 Trust III	**	3,338,375
John Hancock	John Hancock Disciplined Value Mid Cap I	**	3,038,043
* Great West Investments	Great-West Lifetime 2035 Trust III	**	2,878,714
American Funds Group	Euro-Pacific Growth Fund	**	2,797,047
* Great West Investments	Great-West Lifetime 2045 Trust II	**	2,759,085
Vanguard Group	Vanguard Mid Cap Index Fund	**	2,428,796
T. Rowe Price Associates, Inc.	T. Rowe Mid Cap Growth	**	2,276,879
Prudential Investments	Prudential Core Plus Bond Fund	**	2,132,843
American Funds Group	American Balanced Fund	**	1,872,428
* Great West Investments	Great-West Lifetime 2045 Trust III	**	1,543,986
* Great West Investments	Great-West Lifetime 2015 Trust III	**	1,394,013
* Great West Investments	Great-West Lifetime 2015 Trust II	**	1,334,958
* Great West Investments	Great-West Lifetime 2015 Trust I	**	914,590
Allianz Global Inv Fund Mgmt	Allianz NFJ Cap Admin	**	826,776
Eagle	Eagle Small Cap Growth	**	619,548
First American	Nuveen Real Estate Securities I	**	568,700
* Great West Investments	Great-West Lifetime 2055 Trust III	**	558,686
* Great West Investments	Great-West Lifetime 2025 Trust I	**	485,799
* Great West Investments	Great-West SF Balance Fund G	**	474,948
Invesco AIM Advisors, Inc.	Invesco International Small Company R5	**	462,420
Invesco AIM Advisors, Inc.	Invesco Developing Markets R5	**	385,216
Vanguard Group	Vanguard Small Cap Index Fund Fund	**	343,496
* Great West Investments	Great-West Lifetime 2055 Trust II	**	284,061
* Great West Investments	Great-West Lifetime 2035 Trust I	**	276,635
* Great West Investments	Great-West Lifetime 2045 Trust I	**	211,157
* Great West Investments	Great-West Lifetime 2055 Trust I	**	166,035
Domini	Domini Social Equity Inv	**	89,508
* Great West Investments	Great-West Interest Fund	**	29,813
		\$	56,561,329

(Continued)

S&ME, INC.
PERSONAL RETIREMENT OPTION PLAN

Schedule of Assets (Held at End of Year), Continued

December 31, 2014

<u>Identity of Issuer</u>	<u>Description of Investment</u>	<u>Cost</u>	<u>Current value</u>
Pooled separate account:			
Prudential Investments	Prudential IncomeFlex Target EasyPath Balanced Fund	** \$	691,818
Unallocated contract:			
* Great West Investments	Guaranteed Interest Fund	**	3,595,665
			60,848,812
* Participant loans	Participant loans (3.25% to 4.25%, due through July 2019)	-	1,241,084
		\$	62,089,896

* Denotes party-in-interest

** Cost is omitted because the investment is participant-directed.

Note: All information, except that regarding participant loans, has been certified as complete and accurate by the Plan custodian.