

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 <u>XMI HOLDINGS, INC. 401(K) RETIREMENT 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>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>01/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>XMI HOLDINGS, INC.</u> <u>618 CHURCH ST. STE 220</u> <u>NASHVILLE, TN 37219-2453</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>62-1766388</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>615-248-9255</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>62-1766388</u>	2c Plan Sponsor's telephone number <u>615-248-9255</u>	2d Business code (see instructions) <u>541990</u>	
2b Employer Identification Number (EIN) <u>62-1766388</u>					
2c Plan Sponsor's telephone number <u>615-248-9255</u>					
2d Business code (see instructions) <u>541990</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.	<u>10/13/2015</u>	<u>BOB MCKOWN</u>
	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	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 986
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) 906
a(2) Total number of active participants at the end of the plan year	6a(2) 898
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 94
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 992
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 992
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 338
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 12
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 3H 2T	
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) ☐ 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 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 XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 XMI HOLDINGS, INC.	D Employer Identification Number (EIN) 62-1766388

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(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?
15 37 38 50	TPA	54245	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WOODMONT INVESTMENT COUNSEL, LLC

401 COMMERCE STREET, STE 5400
NASHVILLE, TN 37219

(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?
28 51	INVESTMENT ADVISORY	15215	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

XMI HOLDINGS, INC.

62-1766388

(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?
14	PLAN ADMINISTRATOR	14508	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:

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>XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>XMI HOLDINGS, INC.</u>		D Employer Identification Number (EIN) <u>62-1766388</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)	6052	3968
	(2) Participant contributions.....	1b(2)	33283	35477
	(3) Other.....	1b(3)	1079	1010
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)	63095	40826
	(9) Value of interest in common/collective trusts	1c(9)	0	
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7146204	7887055
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(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	7249713	7968336

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
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	7249713	7968336
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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)	129244	
(B) Participants	2a(1)(B)	908737	
(C) Others (including rollovers)	2a(1)(C)	199595	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1237576

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)	2129	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2129

(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)	209500	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		209500

(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)		0

(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		340963
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1790168

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	964168	
(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)		964168
f Corrective distributions (see instructions).....	2f		19587
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	7400	
(2) Contract administrator fees.....	2i(2)	68753	
(3) Investment advisory and management fees.....	2i(3)	15215	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		91368
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1075123

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		715045
l Transfers of assets:			
(1) To this plan.....	2l(1)		3578
(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: CARR, RIGGS & INGRAM, LLC

(2) EIN: 72-1396621

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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		250000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
4m			
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.	X		
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan XMI HOLDINGS, INC. 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 XMI HOLDINGS, INC.		D Employer Identification Number (EIN) 62-1766388
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 65-0708495		
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): _____

**XMI HOLDINGS, INC.
401(k) RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2014 and 2013



CRI CARR
RIGGS &
INGRAM

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XMI Holdings, Inc. 401(k) Retirement Plan
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December 31, 2014

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SUPPLEMENTAL SCHEDULE

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Note: Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because the conditions under which they are required are not present.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
XMI Holdings, Inc.
401(k) Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of XMI Holdings, Inc. 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

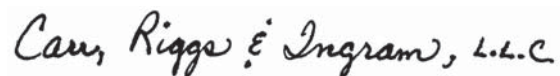
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of XMI Holdings, Inc. 401(k) Retirement Plan as of December 31, 2014 and 2013, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014, referred to as “supplemental information,” is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan’s management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in black ink that reads "Carr, Riggs & Ingram, L.L.C." in a cursive script.

CARR, RIGGS & INGRAM, LLC

Nashville, Tennessee

October 13, 2015

XMI Holdings, Inc. 401(k) Retirement Plan
Statements of Net Assets Available for Benefits

<i>December 31,</i>	2014	2013
ASSETS		
Investments, at fair value		
Mutual funds	\$ 7,887,055	\$ 7,146,204
Total investments	7,887,055	7,146,204
Receivables:		
Employer contributions	3,968	6,052
Participant contributions	35,477	33,283
Notes receivable from participants	41,836	64,174
Total receivables	81,281	103,509
TOTAL ASSETS	7,968,336	7,249,713
LIABILITIES		
Excess contributions	10,023	19,587
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,958,313	\$ 7,230,126

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

XMI Holdings, Inc. 401(k) Retirement Plan

Statements of Changes in Net Assets Available for Benefits

<i>For the years ended December 31,</i>	2014	2013
ADDITIONS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 340,105	\$ 698,361
Interest and dividend income	209,500	157,618
Other	858	1,804
Total investment income	550,463	857,783
Interest income - notes receivable from participants	2,129	2,133
Contributions:		
Employer	129,012	113,998
Participant	918,533	822,321
Rollovers	199,595	48,327
Total contributions	1,247,140	984,646
Total additions	1,799,732	1,844,562
DEDUCTIONS ATTRIBUTED TO:		
Benefits paid to participants	983,755	559,527
Administrative expenses	91,368	80,738
Total deductions	1,075,123	640,265
Net increase	724,609	1,204,297
TRANSFERS INTO (FROM) PLAN	3,578	(313,656)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	7,230,126	6,339,485
End of year	\$ 7,958,313	\$ 7,230,126

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

XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 1: DESCRIPTION OF THE PLAN

The following description of the XMI Holdings, Inc. 401(k) Retirement 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 established to provide retirement benefits for eligible employees of XMI Holdings, Inc. (the “Plan Sponsor”), its adopting affiliates, and other employers (“co-employers”) with whom the Plan Sponsor has entered into a co-employer relationship. The Plan covers substantially all employees who are age twenty-one or older and have completed three months of service (“participants”). Individual employers may elect to reduce the age and increase service requirements in their separate agreements. The Plan is considered to be a “multiple-employer” plan as described under section 413(c) of the Internal Revenue Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Eligible participants may contribute up to 100% of pretax annual compensation as defined in the Plan or federally-defined limits, whichever is lower. The Plan Sponsor and co-employers may make matching contributions based on agreements separately adopted by each company. Employers may also make additional qualified non-elective contributions for its employees. Contributions are subject to certain limitations. Participants direct the investment of their contributions and employer contributions.

Participant accounts

Each participant’s account is credited with the participant’s elective deferrals, Plan Sponsor contributions, and Plan earnings (losses) and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

Vesting

Participants are immediately vested in their qualified retirement contributions plus actual earnings or losses thereon. Vesting in the Plan Sponsor’s discretionary matching and additional discretionary contributions are based on agreements separately adopted by each company.

XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 1: DESCRIPTION OF THE PLAN (Continued)

Notes receivable from participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at 4.25%, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Payments of benefits

On termination of service due to termination of employment, death, permanent disability, or retirement, a participant or its beneficiary will receive an amount equal to the value of the participant's vested account balance in a lump-sum amount.

Forfeitures

Forfeitures are created when participants terminate employment prior to becoming fully vested in the Plan Sponsor contribution portion of their accounts. These forfeitures reduce employer contributions. Forfeited non-vested accounts totaling \$10,470 and \$2,795 were used to reduce Plan Sponsor contributions at December 31, 2014 and 2013, respectively.

Hardship Withdrawals

The Plan permits distributions in the event of a hardship, as defined in the Plan documents. These distributions are taxable and generally subject to a tax penalty equal to 10% of the hardship distribution amount if a participant is younger than age 59½. Hardship withdrawals are limited to the participant's vested elective account balance.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Plan Sponsor. Expenses that are paid by the Plan Sponsor are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's accounts and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting with the exception of benefit payments, which are recorded when paid in accordance with generally accepted accounting principles.



XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of estimates

The preparation of financial statements in accordance 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, liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See Note 3 for discussion of fair value measurements.

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

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 and 2013.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

Subsequent events have been evaluated through October 13, 2015, the date the financial statements were available to be issued. No subsequent events were noted that meet the criteria to be recognized or disclosed.

XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 3: FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 – 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 inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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 are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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.

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

XMI Holdings, Inc. 401(k) Retirement Plan

Notes to Financial Statements

NOTE 3: FAIR VALUE MEASUREMENTS (Continued)

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

Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Aggressive Allocation	\$ 967,633	\$ -	\$ -	\$ 967,633
Commodities Broad Basket	1,003	-	-	1,003
Conservative Allocation	830,216	-	-	830,216
Diversified Emerging Markets	260,026	-	-	260,026
Emerging Bonds Market	68	-	-	68
Equity precious metals	33,226	-	-	33,226
Foreign Large Blend	210,221	-	-	210,221
High Yield Bond	70,361	-	-	70,361
Inflation-protected Bond	34,273	-	-	34,273
Intermediate Term Bond	163,154	-	-	163,154
Large Blend	1,020,127	-	-	1,020,127
Large Value	161,218	-	-	161,218
Mid-Cap Blend	374,112	-	-	374,112
Moderate Allocation	1,248,339	-	-	1,248,339
Money market taxable	275,874	-	-	275,874
Real Estate	182,500	-	-	182,500
Retirement Income	36,013	-	-	36,013
Short-term Bond	288,816	-	-	288,816
Small Blend	195,691	-	-	195,691
Small Growth	33,404	-	-	33,404
Target Date	1,483,460	-	-	1,483,460
World Bond	17,320	-	-	17,320
Total assets at fair value	\$ 7,887,055	\$ -	\$ -	\$ 7,887,055

XMI Holdings, Inc. 401(k) Retirement Plan
Notes to Financial Statements

NOTE 3: FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2013				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual Funds:				
Aggressive allocation	\$ 916,002	\$ -	\$ -	\$ 916,002
Conservative allocation	865,660	-	-	865,660
Diversified emerging markets	224,750	-	-	224,750
Equity precious metals	53,275	-	-	53,275
Foreign large blend	206,435	-	-	206,435
High yield bond	52,478	-	-	52,478
Inflation-protected bond	26,056	-	-	26,056
Intermediate term bond	163,360	-	-	163,360
Large blend	767,722	-	-	767,722
Large value	191,363	-	-	191,363
Mid-cap blend	264,145	-	-	264,145
Moderate allocation	1,090,566	-	-	1,090,566
Money market taxable	424,583	-	-	424,583
Natural resources	546	-	-	546
Real estate	155,339	-	-	155,339
Retirement income	10,210	-	-	10,210
Short government	1,447	-	-	1,447
Short-term bond	280,744	-	-	280,744
Small blend	231,780	-	-	231,780
Small growth	2,512	-	-	2,512
Target date	1,214,936	-	-	1,214,936
Utilities	2,295	-	-	2,295
Total assets at fair value	\$ 7,146,204	\$ -	\$ -	\$ 7,146,204

XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 4: INVESTMENTS

The following presents the fair values of investments that represent five percent or more of the Plan's net assets:

Description of investments	2014	2013
Vanguard Life Strategy Moderate	\$ 1,202,593	\$ 1,014,253
Vanguard Lifes Strategy Growth	967,633	916,002
Vanguard Life Strategy Conservative	804,598	834,171
Vanguard Total Stock Market Index Signal	557,814	514,495
Vanguard Target Retirement 2025	585,139	420,987
Vanguard Money Market Prime	**	424,583

** Investment does not represent 5% or more of the Plan's net assets for the respective year

NOTE 5: EXCESS CONTRIBUTIONS

Contributions received from participants for 2014 and 2013 are net of payments of \$10,023 and \$19,587, respectively, due to certain active participants whose excess deferral contributions will be returned as required to satisfy the nondiscrimination provisions of the Plan. The payments for 2014 will be made in 2015 and the payments for 2013 were made in 2014. These amounts are included in the statements of net assets available for benefits as excess contributions.

NOTE 6: INCOME TAX STATUS

The Plan Sponsor adopted a prototype 401(k) profit-sharing plan which received a favorable opinion letter from the Internal Revenue Service ("IRS") on March 31, 2014, which stated that the prototype plan is designed in accordance with the applicable sections of the Internal Revenue Code. The Plan administrator and management of the Company believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate the tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, 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; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

XMI Holdings, Inc. 401(k) Retirement Plan Notes to Financial Statements

NOTE 7: RISKS AND UNCERTAINTIES

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of net assets available for benefits.

NOTE 8: PLAN STATUS

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the plan agreement 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% vested in their account balances

NOTE 9: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements for the years ended December 31, 2014 and 2013 to Form 5500:

<i>December 31,</i>	2014	2013
Net assets available for benefits per the financial statements	\$ 7,958,313	\$ 7,230,126
Add: excess contribution payable	10,023	19,587
Net assets available for benefits per the Form 5500	\$ 7,968,336	\$ 7,249,713

The following is a reconciliation of the changes in net assets available for benefits per the financial statements at December 31, 2014 and 2013 to the Form 5500:

<i>December 31,</i>	2014	2013
Changes in net assets available for benefits per the financial statements	\$ 728,187	\$ 890,641
Add: excess contribution payable	10,023	19,587
Less: corrective distributions	(19,587)	(43,996)
Changes in net assets available for benefits per Form 5500	\$ 718,623	\$ 866,232

NOTE 10: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments held during the year are managed by Fidelity, the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

XMI Holdings, Inc. 401(k) Retirement Plan
EIN 62-1766388 Plan Number 333
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2014

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value	
Vanguard Funds	Vanguard Life Strategy Moderate	**	\$ 1,202,593	
Vanguard Funds	Vanguard Life Strategy Growth	**	967,633	
Vanguard Funds	Vanguard Life Strategy Conservative	**	804,598	
Vanguard Funds	Vanguard Target Retirement 2025	**	585,139	
Vanguard Funds	Vanguard Total Stock Market Index Admiral	**	557,814	
Vanguard Funds	Vanguard Mid Cap Index	**	374,112	
Vanguard Funds	Vanguard 500 Index Signal	**	372,711	
Vanguard Funds	Vanguard Short-Term Bond Index Admiral	**	288,816	
Vanguard Funds	Vanguard Money Market Prime	**	275,874	
Vanguard Funds	Vanguard Target Retirement 2020	**	232,653	
Vanguard Funds	Vanguard REIT Index Adm	**	182,500	
Vanguard Funds	Vanguard Developed Markets Index Admiral	**	179,805	
Vanguard Funds	Vanguard Target Retirement 2015	**	174,713	
Vanguard Funds	Vanguard Target Retirement 2030	**	174,310	
Vanguard Funds	Vanguard Total Bond Market Index Admiral	**	163,154	
Vanguard Funds	Vanguard High Dividend Yield Index	**	161,218	
* Fidelity Advisor	Fidelity Advisor Small Cap CL I	**	140,746	
Oppenheimer	Oppenheimer Developing Markets A	**	133,009	
Vanguard Funds	Vanguard Emerging Markets Stock Index Signal	**	127,018	
Vanguard Funds	Vanguard Target Retirement 2045	**	83,969	
Vanguard Funds	Vanguard Target Retirement 2040	**	83,616	
Vanguard Funds	Vanguard Dividend Appreciation Idx inv	**	83,566	
Hothkiss and Wiley	Hothkiss and Wiley High Yield Fund CI I	**	70,361	
Vanguard Funds	Vanguard Target Retirement 2035	**	70,247	
Vanguard Funds	Vanguard Target Retirement 2050	**	56,592	
Vanguard Funds	Vanguard Small Cap Index Admiral	**	48,952	
Vanguard Funds	Vanguard Balance Index - Adm	**	45,746	
Vanguard Funds	Vanguard Retirement income	**	36,013	
Vanguard Funds	Vanguard Inflation Protected Secs	**	34,273	
Clearbridge	Clearbridge Small Cap Gr CI I	**	33,404	
First Eagle	First Eagle Gold I	**	33,226	
Vanguard Funds	Vanguard Life Strategy Income	**	25,617	
First Eagle	First Eagle Overseas I	**	22,957	
Legg Mason	Legg Mason Bw Global Opportunities Bond I	**	17,320	
Vanguard Funds	Vanguard Target Retirement 2010	**	8,125	
Vanguard Funds	Vanguard Retirement 2055	**	7,795	
Dodge & Cox	Dodge & Cox International Stock	**	7,459	
Vanguard Funds	Vanguard Target Retirement 2060	**	6,302	
Vanguard Funds	Vanguard Total Int'l Stock Index Admiral	**	6,034	
LocalShares	Nashville Area EFT	**	5,994	
Pimco	Pimco Commodity Real Return Inst	**	1,003	
Pimco	Pimco Emerging Local Bond FD Inst CL	**	68	

XMI Holdings, Inc. 401(k) Retirement Plan
EIN 62-1766388 Plan Number 333
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2014

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value	
Notes receivable from participants	Participant loans with interest rates at 4.25% and maturing through 2024	**	41,836	
			\$ 7,928,891	

* Denotes a party-in-interest

** Information not required as all investments are participant directed.

Multiple-Employer Plan Participating Employer Information

XMI Holdings, Inc. 401(k) Retirement Plan		PLAN#333	EIN: 62-1766388
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions	
Abe's Garden at Park Manor	06-1818302	1.36%	
Adventure 3 Properties, LLC	62-1751989	0.78%	
Besway Systems, Inc.	62-0985896	1.28%	
Chairmans Food, LLC	26-3194303	0.95%	
Choice Food Distributors, LLC	20-8257057	0.43%	
Choice Food Group, Inc.	20-8256991	1.83%	
Choice Food of America , LLC	20-8263984	1.15%	
Collaborative Studio PLLC	20-5818030	2.30%	
Criterion Holdings Corp./ Criterion Health Security Services	45-3165946	0.39%	
D&P Custom Lights & Wiring	62-1199220	0.98%	
Dataium, LLC	27-0673863	6.35%	
Grand Avenue Limousine, LLC & TBA Investments	27-1106363	0.39%	
Health Connect America	20-3858944	12.83%	
Hobson Food Service	62-1139089	1.96%	
Hoskins & Company	62-1519135	0.50%	
IRON Solutions, Inc.	26-2796053	21.01%	
Jacobs Paper Company	62-0756223	0.16%	
Michael Brown Construction Co.	57-1225270	0.32%	
Murfreesboro Dermatology Clinic	77-0631093	2.94%	
Nashville Cash & Carry	20-1202894	0.62%	
Nashville Public Library Foundation	62-1681766	2.88%	
Off the Dock Fresh Seafood, LLC	45-3046500	2.94%	
Samaritan Recovery Community, Inc.	62-0723592	5.41%	
The Elephant Sanctuary in Tennessee	62-1587327	6.28%	
XMI Financial Services	20-3474269	1.97%	
XMI Holdings, Inc.	62-1766388	22.02%	

XMI Holdings, Inc. 401(k) Retirement Plan

PLAN#333

EIN #: 62-1766388

(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
	American Funds	RERGX - American Funds EuroPacific R6		-
	DFA	DFCEX - DFA Emerging Markets Core Equity		-
	DFA	DFFVX - DFA US Targeted Port		-
	Dodge & Cox	DODFX - Dodge & Cox International Stock		7,459
	Fidelity	FAIDX - Fidelity Advisor Int'l Discovery A		-
	Fidelity	FSCIX - Fidelity Advisor Small Cap CL I		140,745
	First Eagle	FEGIX - First Eagle Gold I		33,226
	First Eagle	SGOIX - First Eagle Overseas I		22,957
	Hotchkiss & Wiley	HWHIX - Hothkis And Wiley High Yield Fund Cl I		70,361
	JPMorgan	JAMCX - JPMorgan Mid Cap Value A		-
	Legg Mason	GOBIX - Legg Mason Bw GlobalOpportunities Bond I		17,320
	Legg Mason	SBPYX - Clearbridge Small Cap Gr Cl I		33,404
	MFS	MMUFX - MFS Utilities A		-
	Nashville Area ETF	NASH - Nashville Area ETF		5,994
	Nationwide	NWJCX - Nationwide Ziegler NYSE Arca Tech 100 In		-
	Oppenheimer Funds	ODMAX - Oppenheimer Developing Markets A		133,009
	PIMCO	PCRIX - Pimco Commodity Real Return Inst		1,003
	PIMCO	PELBX - PIMCO Emerging Local Bond FD Inst CL		68
	T Rowe Price	PRDGX - T Rowe Price Dividend Growth		-
	T Rowe Price	PRFDX - T Rowe Price Equity-Income		-
	Vanguard	NAESX - Vanguard Small Cap Index		-
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		34,273
	Vanguard	VASGX - Vanguard Life Strategy Growth		967,633
	Vanguard	VASIX - Vanguard LifeStrategy Income		25,618
	Vanguard	VBASX - Vanguard Balanced Index - Signal Shrs		-
	Vanguard	VBIAx - Vanguard Balanced Index Admiral		45,745
	Vanguard	VBIIx - Vanguard Intermediate-Term Bond Index		0
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Admiral		288,816
	Vanguard	VBSSX - Vanguard Short-Term Bond Index Signal		-
	Vanguard	VBTLX - Vanguard Total Bond Market Index Admiral		163,154
	Vanguard	VBTSX - Vanguard Total Bond Market Index Signal		-
	Vanguard	VDAIX - Vanguard Div App		83,566
	Vanguard	VDMAX - Vanguard Developed Mkts Index Admiral		-
	Vanguard	VEMAX - Vanguard Emerging Markets Stock Index Ad		127,018
	Vanguard	VERSX - Vanguard Emrg Mkts Stock Index Signal		-
	Vanguard	VFFVX - Vanguard Target Retirement 2055		7,795
	Vanguard	VFIAX - Vanguard 500 Index Admiral		372,711
	Vanguard	VFIFX - Vanguard Target Retirement 2050		56,592
	Vanguard	VFORX - Vanguard Target Retirement 2040		83,616
	Vanguard	VGELX - Vanguard Energy Admiral		-
	Vanguard	VGRSX - Vanguard REIT Index Signal		-
	Vanguard	VGSLX - Vanguard REIT Index Admiral		182,500
	Vanguard	VGTSX - Vanguard Total Intl Stock Index Fund		0
	Vanguard	VHDYX - Vanguard High Dividend Yield Index		161,218
	Vanguard	VIFSX - Vanguard 500 Index Signal Shs		-
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		374,112
	Vanguard	VINAX - Vanguard Industrial Index Admiral		-
	Vanguard	VMGRX - Vanguard Mid Cap Growth		-
	Vanguard	VMISX - Vanguard Mid Cap Index Signal		-
	Vanguard	VMMXX - Vanguard Money Market Prime		275,873
	Vanguard	VSCGX - Vanguard Life Strategy Conservative		804,598
	Vanguard	VSGDX - Vanguard Short-Term Federal Admiral		-
	Vanguard	VSISX - Vanguard Small Cap Index Signal		-
	Vanguard	VSMAX - Vanguard Small Cap Index Admiral		48,953
	Vanguard	VSMGX - Vanguard Life Strategy Moderate		1,202,594
	Vanguard	VTENX - Vanguard Target Retirement 2010		8,125
	Vanguard	VTHRX - Vanguard Target Retirement 2030		174,310
	Vanguard	VTIAX - Vanguard Total Int'l Stock Index Admiral		6,034
	Vanguard	VTINX - Vanguard Target Retirement Income		36,013
	Vanguard	VTIVX - Vanguard Target Retirement 2045		83,968
	Vanguard	VTMGX - Vanguard Developed Market Index Adm		179,805
	Vanguard	VTSAX - Vanguard Total Stock Market Index Admira		557,814
	Vanguard	VTSGX - Vanguard Total Int'l Stock Index Signal		-
	Vanguard	VTSMX - Vanguard Total Stock Market Index		-
	Vanguard	VTSSX - Vanguard Total Stock Market Index Signal		-
	Vanguard	VTTHX - Vanguard Target Retirement 2035		70,247
	Vanguard	VTTX - Vanguard Target Retirement 2060		6,302
	Vanguard	VTTVX - Vanguard Target Retirement 2025		585,139
	Vanguard	VTWNX - Vanguard Target Retirement 2020		232,653
	Vanguard	VTXVX - Vanguard Target Retirement 2015		174,713
	Vanguard	VWENX - Vanguard Wellington Admiral		-
	Wells Fargo	QWNWQ - Wells Fargo Stable Value		-
	Participant Loans	4.25%		40,826