

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>03/01/2014</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 SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(K) PROFIT SHARING PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">003</td> </tr> <tr> <td colspan="2">1c Effective date of plan 03/01/2014</td> </tr> </table>	1b Three-digit plan number (PN) ▶	003	1c Effective date of plan 03/01/2014	
1b Three-digit plan number (PN) ▶	003				
1c Effective date of plan 03/01/2014					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SPOONER RISK CONTROL SERVICES, INC. 28605 RANNEY PARKWAY WESTLAKE, OH 44145	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 42-1539435</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 440-249-5260</td> </tr> <tr> <td>2d Business code (see instructions) 541600</td> </tr> </table>	2b Employer Identification Number (EIN) 42-1539435	2c Plan Sponsor's telephone number 440-249-5260	2d Business code (see instructions) 541600	
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2c Plan Sponsor's telephone number 440-249-5260					
2d Business code (see instructions) 541600					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	PAUL MCEWAN
	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 <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	5 112
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 112 6a(2) 121 6b 1 6c 3 6d 125 6e 0 6f 125 6g 123 6h 0
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: 2A 2E 2F 2G 2J 2K 3D 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 03/01/2014 and ending 12/31/2014

A Name of plan <u>SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPOONER RISK CONTROL SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>42-1539435</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

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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)

CORNERSTONE CAPITAL ADVISORS

1640 CORPORATE WOODS CIR
UNIONTOWN, OH 44685

(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?
26 27	NONE	13300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUMMIT BENEFIT SOLUTIONS, INC.

34-1888990

(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 64	NONE	11540	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:

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>03/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(K) PROFIT SHARING PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPOONER RISK CONTROL SERVICES, INC.</u>		D Employer Identification Number (EIN) <u>42-1539435</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	121356
(2) Participant contributions		1b(2)	126
(3) Other.....		1b(3)	33
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	272604
(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)	98999
(9) Value of interest in common/collective trusts		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	
(12) Value of interest in 103-12 investment entities.....		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	5129483
(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	0	5622601

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		26670
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	26670

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	5595931
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	275560	
(B) Participants	2a(1)(B)	325608	
(C) Others (including rollovers)	2a(1)(C)	3547	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		604715
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25	
(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)	2244	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2269
(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)	98698	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		98698
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		183552
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		889234

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	314512	
(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)		314512
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)	14000	
(3) Investment advisory and management fees	2i(3)	13300	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		27300
j Total expenses. Add all expense amounts in column (b) and enter total	2j		341812

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		547422
l Transfers of assets:			
(1) To this plan	2l(1)		5048509
(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: MCMANUS, DOSEN & CO.

(2) EIN: 34-1639529

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		500000
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.	X		

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 03/01/2014 and ending 12/31/2014

A Name of plan <u>SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPOONER RISK CONTROL SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>42-1539435</u>

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	<u>0</u>
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>27-3169253</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)
----------------	--

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
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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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SPOONER RISK CONTROL RETIREMENT PLAN

FINANCIAL REPORT

DECEMBER 31, 2014



McMANUS, DOSEN & CO.
Certified Public Accountants

SPOONER RISK CONTROL RETIREMENT PLAN

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**FOR THE NINE MONTHS APRIL 1, 2014
THROUGH DECEMBER 31, 2014**

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McMANUS, DOSEN & CO.

Certified Public Accountants

REPORT OF INDEPENDENT AUDITOR

TO THE PARTICIPANTS AND PLAN ADMINISTRATOR
SPOONER RISK CONTROL RETIREMENT PLAN

Report on the Financial Statements

We have audited the accompanying financial statements of Spooner Risk Control Services, Inc. Multiple Employer 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014, the related statements of changes in net assets available for benefits for the nine months April 1, 2014 through December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 Mid Atlantic Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the period ended December 31, 2014, that the information provided to the plan administrator by the trustee 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and 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 schedules, other than that derived from the information certified by the trustee, 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.



McMANUS, DOSEN & CO.
Middleburg Heights, Ohio
August 14, 2015

SPOONER RISK CONTROL RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2014

ASSETS

INVESTMENTS (Notes 1, 2, 3, 4 and 5).		\$ 5,402,087
RECEIVABLES (Note 1):		
Participant contributions.	\$ 126	
Employer profit sharing.	115,000	
Employer match	6,356	
Other	<u>33</u>	
		121,515
NOTES RECEIVABLE FROM PARTICIPANTS (Note 1) . .		<u>98,999</u>
TOTAL ASSETS		5,622,601

LIABILITIES

REQUIRED MINIMUM DISTRIBUTION PAYABLE.	<u>26,670</u>
NET ASSETS AVAILABLE FOR BENEFITS.	<u><u>\$ 5,595,931</u></u>

The accompanying Notes to Financial Statements are an integral part of these statements.

SPOONER RISK CONTROL RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS NINE MONTHS APRIL 1, 2014 THROUGH DECEMBER 31, 2014

ADDITIONS:

Investment income (Note 4):

Interest - other	\$ 25	
Interest - participant loans.	2,244	
Dividends	98,698	
Net appreciation in fair value of investments.	<u>183,552</u>	
Net investment income.		\$ 284,519

Contributions (Note 1):

Participants.	325,608	
Rollover.	3,547	
Employer.	<u>275,560</u>	
Total contributions.		604,715

Transfer of plan assets due to merger (Note 6)		<u>5,048,509</u>
Net additions		<u>5,937,743</u>

DEDUCTIONS:

Benefits paid directly to participants.	314,512	
Trustee fees (Note 8)	<u>27,300</u>	
Total deductions		<u>341,812</u>

NET INCREASE IN PLAN NET ASSETS		5,595,931
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NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR		<u>-</u>
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NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR		<u><u>\$ 5,595,931</u></u>
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The accompanying Notes to Financial Statements are an integral part of these statements.

SPOONER RISK CONTROL RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE NINE MONTHS APRIL 1, 2014 THROUGH DECEMBER 31, 2014

1. DESCRIPTION OF PLAN

The following description of the Spooner Risk Control Services, Inc. Multiple Employer 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. During 2014, the Board of Directors of Spooner Risk Control, Inc., the Plan Sponsor, approved the merger of Spooner Risk Control Services, Inc. 401(k) Profit Sharing Plan into this Plan effective April 1, 2014.

General – The Plan is a multiple employer defined contribution plan covering substantially all employees of the Spooner Risk Control Services, Spooner Incorporated, Spooner Medical Administrators, Spooner HR Solutions, Inc. and Spooner Return to Work, Inc. (the "Companies") who have worked one year, attained the age of 18 within the Plan year, and met certain other eligibility requirements. It is subject to the provision of the Employer Retirement Income Security Act (ERISA).

Participants' Account – Each participant's account is credited with an allocation of (a) his or her elective deferral, (b) the Company's contribution, if applicable, (c) Plan earnings, (d) forfeitures of terminated participants' non-vested accounts, and (e) is charged with an allocation of administrative expenses, if any. Upon enrollment in the Plan, participants may direct contributions among investment choices and may change their investment options on any normal business day. Allocations by the Plan are based on participant earnings or account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Funding Policy – The Companies' funding policy is to make the contributions to the Plan as soon as administratively feasible.

Investments – All investments of the Plan are participant-directed and held in shares of registered investment company funds. Participants may choose their investment option on any normal business day.

Contributions – Participants may make pre-tax and Roth post-tax contributions in 1% increments or a flat dollar amount per pay period under the 401(k) plan provisions up to the maximum amount set by the law. The Plan allows for "catch-up contributions" as set by the law for participants that attain the age 50 before year end. The Company may make discretionary matching and "safe harbor" matching contributions. For 2014, the Company made a discretionary "safe harbor" matching contribution equal to 100% of participants' pre-tax contribution up to 3% of pay and an additional discretionary matching contribution equal to 50% of participants' pre-tax contribution on the next 2% (up to 5% of pay). Additionally, each year the Company determines, at its discretion, an amount, if any, to be contributed out of current and accumulated profits. Contributions are subject to maximum annual limits as defined by various laws and regulations.

Notes receivable from participants – Participants may borrow from their fund accounts a minimum of \$1,000. The loan is secured by the balance in the participant's account and bears interest at rates ranging from 3.25% to 4.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions. All expenses associated with the establishment and administration of the loan will be paid by or charged to the participant's account. Repayments of principal and interest are credited to

the participant's separate accounts within the funds as elected by the participants. Until such repayments are received, the loan receivable is accounted for in the participant loan fund.

Payment of Benefits – Benefits will be paid from the Plan upon the occurrence of any of the following events:

Retirement -- A participant, upon retirement from employment with the Company at either normal retirement date (age 65) or at any time thereafter, shall be entitled to receive the entire balance in his or her account.

Disability -- In the event a participant becomes totally disabled, the participant shall be entitled to receive the entire balance in his or her account.

Death -- Upon death of a participant, the beneficiary of the participant shall be entitled to receive the entire balance in his or her account remaining at death.

Termination of Employment -- Upon termination of employment with the Company for any reason other than death, retirement, or total disability, a participant shall be entitled to the vested balance in his or her account.

Hardship – A participant shall be entitled to a hardship withdrawal of the participant's share of salary deferrals after maximum participant loans have been withdrawn, the participant will not be allowed to make salary deferral contributions for a period of twelve months after receiving a hardship distribution.

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

Vesting – Each participant has a 100% non-forfeitable vested interest in his or her elective deferral contributions and Company "safe harbor" matching contributions. Vesting in the participant's share of the Company's matching and profit sharing contributions is based upon years of continuous service according to a six-year graduated scale. The participant will be 20% vested after two years of service and will vest an additional 20% for each year thereafter. A participant is 100% vested after six years of credited service or in the event of death, disability, or retirement.

Forfeitures – The Company has the option to use forfeited non-vested unallocated accounts to reduce the employer's discretionary contribution or to reallocate these funds to participants in the same manner as Company's contributions immediately following the Plan year in which the forfeitures occur. At December 31, 2014 forfeited unallocated accounts totaled \$2,059.

Merger – During 2014, the Board of Directors of Spooner Risk Control, Inc., the Plan Sponsor, approved the merger of Spooner Risk Control Services, Inc. 401(k) Profit Sharing Plan into this Plan effective April 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition – The Plan’s investments are stated at fair value (see Note 5) which is based on the quoted market values on the last business day of the Plan year. The change in the difference between fair value and the cost of investments and gain or loss on the sale of investments is reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments. The cost of investments sold is based on the average cost of the investments.

Notes receivable from participants – Participant loans are measured as receivables at their unpaid principal balance plus any accrued but unpaid interest which approximates estimated fair value. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded at December 31, 2014. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reclassified as distributions based upon the Plan document.

Benefit Payments – Benefits are recorded when paid.

Accounting Estimates – Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets, liabilities, and the reported amounts of changes in net assets. Actual results could vary from the estimates that were used.

3. INVESTMENTS

The following table presents the fair market value of the investments that represent 5% or more of the Plan's net assets.

	12/31/2014
Vanguard Total Stock Market Index Fund Admiral Shares	\$ 1,675,653
Vanguard Mid-Cap Index Fund Admiral Shares	661,694
Vanguard Total Bond Market Index Fund Admiral Shares	600,789
DFA Short-Term Extended Quality Portfolio Institutional Class	580,446
DFA U.S. Small Cap Portfolio Institutional Class	533,840
DFA International Core Equity Portfolio Institutional Class	336,778
PIMCO Income Fund Class P	306,762
Vanguard Prime Money Market Fund Investor	272,604

During 2014, the Plan’s mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$183,552.

4. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Mid Atlantic Trust Company, current trustee of the Plan, held the Plan’s investment assets and executed transactions therein as of and for the partial year ended December 31, 2014. The following is a summary of the Plan’s financial information certified by the Trustee as complete and accurate in accordance with section 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.

Also, the information included in the supplementary schedule, Schedule of Assets (Held at End of Year) was certified by Mid Atlantic Trust Company.

December 31, 2014

Investments:

Value of interest in registered investment companies	\$ 5,402,087
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Changes in net assets for the nine months April 1, 2014 through December 31, 2014, not audited, included the following:

Net investment gain from registered investment companies	\$ 183,583
Dividends	\$ 98,698
Interest – participant loans	\$ 2,244
Interest - other	\$ 25

5. VALUATION OF INVESTMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB 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 active market;
- Inputs other than quoted prices that are observable for assets or liabilities;
- Inputs that are derived principally from or corroborated by observable inputs for substantially the full term of the asset or liability.

If the assets or liabilities has a specified (contractual term), the Level 2 inputs 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The 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.

Mutual funds – Valued at the net asset value of shares held by the Plan at year-end.

Money market funds – Values are comparable to cash equivalents held by the Plan at year-end.

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

A summary of the Plan's investments showing their year-end valuations and valuation source is as follows:

		Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
<u>December 31, 2014</u>				
Money Market	\$ 272,571	\$ 272,571	\$ -	\$ -
Mutual funds - Fixed Income	1,626,906	1,626,906	-	-
Mutual funds - Equity Funds	2,978,462	2,978,462	-	-
Mutual funds - International Funds	524,148	524,148	-	-
Total	<u>\$ 5,402,087</u>	<u>\$ 5,402,087</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

6. PLAN MERGER

As discussed in Note 1, beginning in April 2014, the Spooner Risk Control Services, Inc. 401(k) Profit Sharing Plan transferred assets totaling \$5,048,509 into this plan.

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. 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 benefits.

8. TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain Plan investments were managed by Mid Atlantic Trust Company (Mid Atlantic). Mid Atlantic was the trustee of the Plan as defined by the Plan agreement and, therefore, these transactions qualify as party-in-interest. Administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the Plan Sponsor on behalf of the Plan.

9. TAX MATTERS

The Plan obtained its latest determination letter from the Internal Revenue Service stating that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Summary Plan Description as amended, has been submitted to ERISA for their review and filing.

Accounting principles generally accepted in the United State of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has determined that the Plan does not have any uncertain tax positions and the associated unrecognized benefits that materially impact the financial statements or related disclosures. The Plan is subject to routine audits by taxing jurisdictions.

10. SUBSEQUENT EVENTS

Subsequent events are those events or transactions that occur following the Statement of Net Assets Available for Benefit date, but before the financial statements are issued, or are available to be issued. ASC Section 855, *Subsequent Events*, requires disclosure regarding the date through which subsequent events have been evaluated and the basis for determining that date. Subsequent events have been evaluated through September 15, 2015, which is the date the financial statement were available to be issued.

SUPPLEMENTAL SCHEDULE

SPOONER RISK CONTROL RETIREMENT PLAN
EMPLOYER NO. 42-1539435, PLAN NO. 003

FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(a)	(b) <u>Identity of Issue,</u> Borrower, or Similar	(c) <u>Description of Investment, including Maturity Date,</u> <u>Rate of Interest, Collateral, Par, or Maturity Value</u>	(d) <u>Cost **</u>	(e) <u>Current</u> <u>Value</u>
	<u>Party</u>			<u>Value</u>
<u>Participant Loans</u>				
*	Participant Loans	Short term loans (interest rates range from 3.25% to 4.25%)		<u>\$ 98,999</u>
<u>Value of Interest in Registered Investment Companies</u>				
*	Mid Atlantic Trust Co.	Vanguard Prime Money Market		272,571
*	Mid Atlantic Trust Co.	DFA U.S. Small Cap Portfolio		533,840
*	Mid Atlantic Trust Co.	Vanguard REIT Index Fund		107,274
*	Mid Atlantic Trust Co.	Vanguard Mid-Cap Index Fund		661,694
*	Mid Atlantic Trust Co.	Vanguard Total Stock Market Index Fund		1,675,653
*	Mid Atlantic Trust Co.	DFA International Core Equity Portfolio		336,778
*	Mid Atlantic Trust Co.	DFA Emerging Markets Core Equity Portfolio		187,371
*	Mid Atlantic Trust Co.	DFA Short-Term Extended Quality Portfolio		580,446
*	Mid Atlantic Trust Co.	PIMCO Income Fund		306,762
*	Mid Atlantic Trust Co.	Vanguard Total Bond Market Index Fund		600,789
*	Mid Atlantic Trust Co.	Vanguard Short-Term Inflation-Protected Securities Index Fund		79,719
*	Mid Atlantic Trust Co.	Vanguard Inflation-Protected Securities Fund		<u>59,190</u>
Subtotal in value of interest in registered investment companies				<u>5,402,087</u>
				<u>\$ 5,501,086</u>
* - Represents party in interest				
** - Costs omitted for participant-directed investments				

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefits Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4085 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 1210-0039 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>03/01/2014</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	
B This return/report is:	☐ a single-employer plan; ☐ a DFE (specify) _____ ☒ 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 SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(K) PROFIT SHARING PLAN	1b Three-digit plan number (PN) <u>003</u>	
2a Plan sponsor's name and address, include room or suite number (employer, if for a single-employer plan) SPOONER RISK CONTROL SERVICES, INC. 28605 RANNEY PARKWAY WESTLAKE OH 44145	1c Effective date of plan <u>03/01/2014</u> 2b Employer Identification Number (EIN) <u>42-1539435</u> 2c Plan Sponsor's telephone number (440) <u>249-5260</u> 2d Business code (see instructions) <u>541600</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	<i>Paul Mcewan</i>	<u>10/13/15</u>	PAUL MCEWAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Thomas Spooner</i>	<u>10-12-15</u>	THOMAS SPOONER
	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)

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

Form 5500 (2014)
v. 140124

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SPOONER RISK CONTROL SERVICES, INC. MEP 401(K) PROFIT SHARING PLAN **EIN:** 42-1539435
Plan Sponsor's Name SPOONER RISK CONTROL SERVICES, INC. **PN:** 003

(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
	VANGUARD PRIME MONEY MKT	MONEY MARKET		272,571
	DFA US SMALL CAP PORT INST CLASS	MUTUAL FUND		533,840
	VANGUARD REIT INDEX FUND ADM	MUTUAL FUND		107,274
	VANGUARD MID CAP INDEX FUND ADM	MUTUAL FUND		661,694
	VANGUARD TOTAL STCK MKT INDEX ADM	MUTUAL FUND		1,675,653
	DFA INTERNATIONAL CORE EQ PORT	MUTUAL FUND		336,778
	DFA EMERGING MKTS CORE EQ PORT	MUTUAL FUND		187,371

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SPOONER RISK CONTROL SERVICES, INC. MEP 401(K) PROFIT SHARING PLAN **EIN:** 42-1539435
Plan Sponsor's Name SPOONER RISK CONTROL SERVICES, INC. **PN:** 003

(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
	DFA SHORT TERM EXT QUALITY PORT	MUTUAL FUND		580,446
	PIMCO INCOME FUND CLASS P	MUTUAL FUND		306,762
	VANGUARD TOTAL BOND MKT INDEX ADM	MUTUAL FUND		600,789
	VANGUARD ST INFLATION PROTECT SEC	MUTUAL FUND		79,719
	VANGUARD INFLATION PROTECT SEC ADM	MUTUAL FUND		59,190
	PARTICIPANT LOANS	INTEREST RATES 3.25%-4.25%		98,999

Plan Name	SPOONER RISK CONTROL SERVICES, INC. MULTIPLE EMPLOYER 401(k) PROFIT-SHARING PLAN	
Plan Sponsor's Name	SPOONER RISK CONTROL SERVICES, INC.	PN: 003

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