

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>HARBOR AMERICA 401K PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/01/1997</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/01/1997</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HARBOR AMERICA HOLDINGS, INC.</u> <u>21977 E. WALLIS DR</u> <u>PORTER, TX 77365</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>01-0738710</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>281-999-5544</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>01-0738710</u>	2c Plan Sponsor's telephone number <u>281-999-5544</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>01-0738710</u>					
2c Plan Sponsor's telephone number <u>281-999-5544</u>					
2d Business code (see instructions) <u>561300</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	NOLA M. WILLS
	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	5 539
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) 462 6a(2) 497 6b 0 6c 73 6d 570 6e 0 6f 570 6g 270 6h 4
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 2J 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 HARBOR AMERICA 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HARBOR AMERICA HOLDINGS, INC.	D Employer Identification Number (EIN) 01-0738710	

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	65185	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGEMENT CORP.

59-2749576

(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	PORTOFOLIO MGMT FEE	13620	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HARBOR AMERICA HOLDINGS, INC.

01-0738710

(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	5854	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 01/01/2014 and ending 12/31/2014		
A Name of plan HARBOR AMERICA 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HARBOR AMERICA HOLDINGS, INC.	D Employer Identification Number (EIN) 01-0738710	

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)	12876	36604
(2) Participant contributions.....	1b(2)	29713	62848
(3) Other.....	1b(3)	3798	10325
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)	254840	363760
(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)	7378788	8998983
(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	7680015	9472520

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	7680015	9472520
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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)	545698	
(B) Participants	2a(1)(B)	1003994	
(C) Others (including rollovers)	2a(1)(C)	353229	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1902921
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)	10437	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10437
(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)	182956	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		182956
(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)		426037
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2522351

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	588076	
(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)		588076
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)	71039	
(3) Investment advisory and management fees	2i(3)	13620	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		84659
j Total expenses. Add all expense amounts in column (b) and enter total	2j		672735

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1849616
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		57111

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: CLAYBORN ACCOUNTING FINANCIAL SERVI

(2) EIN: 51-4641519

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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)
QUINTANILLA MANAGEMENT COMPANY RETIREMENT SAVINGS PLAN	31-1554896	002

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 <u>HARBOR AMERICA 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HARBOR AMERICA HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>01-0738710</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
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>65-0708495</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
--	-----------------------------------	-----------------------------------	-------------------------------	--

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): _____

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INDEPENDENT AUDITOR'S REPORT

**To the Plan Sponsor
Harbor American 401(k) Plan
Porter, Texas**

Report on the Financial Statements

We have audited the accompanying financial statements of Harbor America 401(k) Plan ('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.

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. 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 the Harbor America 401(k) 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 schedules of plan assets held for investment, form 5500, schedule H, part IV, line 4i, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security

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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.

Sincerely,



Ronald W. Clayborn, CPA
October 12, 2015

The Harbor America Inc. 401(K) Plan

Statement of Net Assets Available for Benefits

December 31, 2014 and 2013

(See Accountant's Report)

	<u>2014</u>	<u>2013</u>
ASSETS:		
Investments:		
At Fair Value:		
Mutual funds	\$ 8,998,983	\$ 7,378,788
TransAmerica - cash management account		-
Participant loans	<u>363,760</u>	<u>254,840</u>
Total Investments	<u>9,362,743</u>	<u>7,633,628</u>
Receivables:		
Loan payment receivable	10,325	3,798
Employee contribution	62,848	29,713
Employer contribution	<u>36,604</u>	<u>12,876</u>
Total Receivables	<u>109,777</u>	<u>46,387</u>
TOTAL ASSETS	<u><u>\$ 9,472,520</u></u>	<u><u>\$ 7,680,015</u></u>
LIABILITIES:		
Accounts payable & accrued expenses	<u>\$ -</u>	<u>\$ -</u>
Net Assets Available for Benefits	<u><u>\$ 9,472,520</u></u>	<u><u>\$ 7,680,015</u></u>

The accompanying footnotes are an integral part of these financial statements

The Harbor America Inc. 401(K) Plan

Statement of Changes in Net Assets Available for Benefits

December 31, 2014 and 2013

(See Accountant's Report)

	<u>2014</u>	<u>2013</u>
<u>Additions:</u>		
Investment income:		
Net gain, (loss) in fair value of investments	\$ 422,977	\$ 672,064
Dividends	182,956	188,059
Other additions, fund revenue reimbursement	3,060	5,198
Interest Income on participant loans	10,437	10,249
	<u>619,430</u>	<u>875,570</u>
Less investment expenses	(84,659)	(69,466)
Contributions:		
Rollovers, Transfer of assets	353,229	828,725
Participant contributions	1,003,994	922,675
Employer contributions	545,698	436,007
	<u>2,437,692</u>	<u>2,993,511</u>
<i>Total Additions</i>		
<u>Reductions:</u>		
Forfeited funds due to testing & corrective distributions		(148)
Participant loan transfer	(57,111)	(233,644)
Benefits paid to participants	(588,076)	(680,558)
	<u>(645,187)</u>	<u>(914,350)</u>
<i>Total Reductions</i>		
<i>Net Increase in assets available for benefit:</i>	1,792,505	2,079,161
<u>Net Assets Available for Benefits:</u>		
Beginning of year	<u>7,680,015</u>	<u>5,600,854</u>
End of year	<u>\$ 9,472,520</u>	<u>\$ 7,680,015</u>

The accompanying footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN

The following description of the Harbor America ("Company") 401(K) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The plan is a multiple employer retirement plan in accordance with IRS Rev. Proc. 2002-21, as reflected in the form 5500 completed by the Plan administrator. Harbor America Holdings Inc., the plan sponsor, is a professional employer organization and the worksite employees participating in the plan are offered participation as a benefit of their co-employment with Harbor America and Harbor America's client organizations. The plan utilizes multiple schedules for benefits, matching percentages, and profit sharing components as chosen by the management of the client organizations co-employing the participating worksite employees.

The plan operated under the name Harbor America Texas 401(k) Plan in prior years. The name on the plan has changed to Harbor America 401(k) Plan during the year ended December 31, 2009. No changes to the substantial elements of the plan or its operation changed as a result of this name change.

The plan is a voluntary employee contribution plan under code section 401(K) of the Internal Revenue Code. It is subject to the provisions of the Employee Retirement Income Security Act (ERISA). In addition, the Company and the worksite employers can, at their discretion match employee contributions as provided in the schedule of requirements and benefits applicable to the specific worksite employer. Participants should refer to the Summary Plan Description or plan document for a more complete description of the Plan's provisions, and their specific worksite employers' plan terms.

ELIGIBILITY

Pursuant to the election set forth in each worksite employers' Election Agreement, certain worksite employees are eligible to participate in the Plan. The eligibility period applicable to a worksite employee is based on the eligibility option elected in the applicable Election Agreement, made by the worksite employers. Age requirements for participation range from no requirement to the 21 years of age maximum defined by the code. Service requirements range from no prior service required to 1 year of service.

CONTRIBUTIONS

Each year, participants may contribute up to 100% of pretax annual compensation, including catch-up contributions as defined in the Plan, and subject to limits established by tax laws. Participants may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

Pursuant to the elections set forth in each of the applicable Election Agreements, certain worksite employees may receive one or more of the following types of Company contributions: (A) matching contributions, (b) qualified non-elective contributions, and (c) discretionary profit-sharing contributions.

Participants direct the investment of their contributions into various investment options offered

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements **December 31, 2014 and 2013**

by the Plan. The Plan currently offers multiple mutual funds for participants.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and is charged with an allocation of administrative and investment expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service in the specific worksite employers; vesting schedules vary.

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates that range from 3.25% to 9.25%, but are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

PAYMENT OF BENEFITS

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

FORFEITED ACCOUNTS

At December 31, 2014 and 2013 forfeited non-vested accounts totaled \$0 and \$0. This amount will be reallocated back to the remaining participants on a prorated basis of the total value of their account to the total value of the remaining participants' accounts. The amount is held in the mutual fund investment account, The Federated Prime Obligation Fund.

ADMINISTRATIVE EXPENSES

Generally, administrative expenses are paid by the Plan; however, certain administrative expenses have been paid by the Company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States (GAAP).

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements

December 31, 2014 and 2013

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are stated at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

PAYMENTS OF BENEFITS

Benefits are recorded when paid.

DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 10, 2015, which is the date the financial statements were available to be issued.

PARTICIPANT LOANS

Participant loans represent loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant loans is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 2013. If a participant ceases to make loan repayment and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefits payment is recorded.

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.

NOTE C – PLAN ASSETS

The plan is administered by Slavic Integrated Administration Inc. The plan is a self-directed investment plan, where the participants allocate their assets based on choices available in the plan. Each participant selects their own allocation of assets. The following is a schedule of mutual fund investments that represent 5 percent or more of the Plan's net assets that are administered by Slavic Integrated Administration Inc.

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements December 31, 2014 and 2013

As of December 31, 2014

Fund Name	Shares	PPS	Fund Value 12/31/2014
Vanguard Total Stock Market Index Signa	65,176.92	\$ 51.60	\$ 3,363,129
Vanguard Short-Term Federal Admiral	129,750.13	\$ 10.76	1,396,111
Vanguard Money Market Prime	1,170,701.71	\$ 1.00	1,170,702
Positions less than 5%			3,069,043
Total			\$ 8,998,985

As of December 31, 2013

Fund Name	Shares	PPS	Fund Value 12/31/2013
Vanguard Total Stock Market Index Signa	35,376.79	\$ 45.06	\$ 1,594,078
Vanguard Short-Term Federal Admiral	72,399.57	\$ 10.70	774,675
Vanguard Money Market Prime	1,188,966.31	\$ 1.00	1,188,966
MFS Utilities A	51,157.20	\$ 20.85	1,066,628
Vanguard REIT Index Signal	14,142.58	\$ 24.45	345,786
Positions less than 5%			2,408,652
Total			\$ 7,378,785

The total fees paid to Slavic Integrated Administration Inc for the management of the asset portfolio totaled \$84,659 for the year ended December 31, 2014 and \$69,466 for the year ended December 31, 2013.

NOTE D — FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. The Plan measures fair value using Level 1 inputs because they

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements **December 31, 2014 and 2013**

generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

For the years ended December 31, 2014 and 2013 the Plan only holds assets that require level 1 inputs.

LEVEL 1 FAIR VALUE MEASUREMENTS

Mutual funds are the only assets held by the plan and are 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 NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements

December 31, 2014 and 2013

Fair Value Measurements at the End of the Reporting Period Using:			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
	Fair Value		
<u>December 31, 2014</u>			
Mutual funds:			
Index funds	\$ 4,669,250	\$ 4,669,250	\$ -
Bond funds	1,396,111	1,396,111	-
Money Market funds	1,197,167	1,197,167	-
Global funds	630,300	630,300	-
Specialty funds	425,348	425,348	-
Value funds	326,492	326,492	-
Growth funds	354,318	354,318	-
Total mutual funds	8,998,985	8,998,985	-
Total assets at fair value	\$ 8,998,985	\$ 8,998,985	\$ -
<u>December 31, 2013</u>			
Mutual funds:			
Index funds	\$ 2,615,720	\$ 2,615,720	\$ -
Bond funds	774,675	774,675	-
Money Market funds	1,206,894	1,206,894	-
Global funds	296,388	296,388	-
Specialty funds	1,627,205	1,627,205	-
Value funds	295,120	295,120	-
Growth funds	562,785	562,785	-
Total mutual funds	7,378,788	7,378,788	-
Total assets at fair value	\$ 7,378,788	\$ 7,378,788	\$ -

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2014 and 2013 are reported in net appreciation in fair value of investments.

NOTE E – PLAN TERMINATION

These footnotes are an integral part of these financial statements

Harbor America 401(K) Plan

Footnotes to Financial Statements December 31, 2014 and 2013

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of *ERISA*. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE F – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated April 10, 2007, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with requirements of the Internal Revenue Code.

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effect of a tax position is recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken or expected to be taken. The Plan has no material uncertain tax positions. The Plan is not subject to income taxes. The Plan is open for examination for the tax years including 2014, 2013, and 2012, however there are currently no audits or examinations for any tax period in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE G – RECONCILIATION OF FINANCIAL STATEMENT TO FORM 5500

There were no items for reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013 to Form 5500.

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These footnotes are an integral part of these financial statements

The Harbor America Inc. 401(K) Plan

Three-digit plan number 001

Employer identification number 01-07389710

Fiscal plan year beginning 01/01/14, and ending 12/31/14

Schedule of Plan Assets Held for Investment, Form 5500, Schedule H, Part IV, Line 4i

(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 Funds	Vanguard Total Stock Market Index Admira	n/a	\$ 3,363,129
	Vanguard Funds	Vanguard Short-Term Federal Admiral	n/a	1,396,111
	Vanguard Funds	Vanguard Money Market Prime	n/a	1,170,702
	American funds	American Funds EuroPacific R6	n/a	405,589
	Vanguard Funds	Vanguard Industrial Index Admiral	n/a	300,835
	Principal	Principal Large Cap Growth	n/a	295,690
	American funds	American Funds New Perspective R6	n/a	243,940
	Vanguard Funds	Vanguard Small Cap Index Admiral	n/a	209,586
	Vanguard Funds	Vanguard REIT Index Admiral	n/a	186,066
	BlackRock Funds	BlackRock Health Sciences Svc	n/a	181,152
	DFA	DFA Emerging Markets Core Equity	n/a	165,719
	Fidelity Funds	Fidelity Advisor Materials I	n/a	156,647
	Vanguard Funds	Vanguard Small Cap Growth Index Adm	n/a	138,852
	Vanguard Funds	Vanguard Mid Cap Index Admiral	n/a	127,073
	T Rowe Price Funds	T. Rowe Price Int'l Equity Index	n/a	84,787
	Franklin Funds	Franklin Gold and Precious Metals	n/a	80,252
	Vanguard Funds	Vanguard Total Bond Market Index Admiral	n/a	66,580
	Vanguard Funds	Vanguard Inflation Protected Securities	n/a	65,962
	Nationwide	Nationwide Ziegler NYSE Arca Tech 100 In	n/a	65,147
	JP Morgan	JPMorgan Discipline Equity	n/a	58,628
	Vanguard Funds	Vanguard Intermediate-Term Bond Index Ad	n/a	45,996
	American funds	American Funds Capital World G & I R6	n/a	45,283
	Vanguard Funds	Vanguard Short-Term Bond Index Admiral	n/a	41,397
	Fidelity Funds	Fidelity Spartan 500 Index Adv	n/a	39,803
	Federated Funds	Federated Prime Obligation Fund	n/a	26,465
	T Rowe Price Funds	T. Rowe Price New Asia	n/a	13,710
	Vanguard Funds	Vanguard Target Retirement 2055	n/a	6,891
	MFS	MFS Utilities A	n/a	6,131
	Vanguard Funds	Vanguard Target Retirement 2060	n/a	2,161
	Vanguard Funds	Vanguard Target Retirement 2035	n/a	2,047
	Vanguard Funds	Vanguard Target Retirement 2025	n/a	1,597
	Vanguard Funds	Vanguard Target Retirement 2050	n/a	1,253
	Vanguard Funds	Vanguard Target Retirement 2040	n/a	1,253
	Vanguard Funds	Vanguard Energy Admiral	n/a	1,165
	Vanguard Funds	Vanguard Target Retirement 2045	n/a	891
	Vanguard Funds	Vanguard Target Retirement 2030	n/a	497
	Participant Loans	Participant installment loans notes receivable, with various maturity dates, not exceeding 60 months, with interest at 10%, collateralized by the participant's vested fund balance	n/a	363,760
	Total			\$ 9,362,745

Multiple-Employer Plan Participating Employer Information

HARBOR AMERICA 401K PLAN

PLAN # 001

EIN #: 01- 0738710

(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions
Air Force Heating & Air Conditioning, Inc.	04-3612754	0.77%
Amarillo Tri-State Exposition	75-0832456	2.25%
America Emerald Transportation Services	26-3490345	0.48%
Aqua Pure	76-0388209	0.58%
Barbours Cut Truck Office, Inc.	76-0267080	0.86%
Booth Environmental	73-1882040	1.75%
Borusan Mannesmann Pipe U.S., Inc.	33-1217424	17.33%
Canyon Construction Company	76-0539064	0.15%
Compliance Associates, LP dba Compliance Marketing, Inc.	22-3881725	1.53%
DKRH Enterprises, LLC	16-1663608	9.73%
Douglas Smith dba Prestige Electric Service	20-1643519	0.61%
Esparza Pest Control of Corpus Christi	74-2946894	0.24%
Farias, Inc.	74-2798803	0.13%
Harber A/C Refrigeration	73-1355249	0.49%
Harbor America Holdings, Inc.	75-2724979	37.03%
Harbor America Specialty Brokerage, LLC	20-3829069	6.61%
Heart of Texas Art Group Inc dba Deep in the Heart Art Found	74-2938199	2.68%
K&M Highline, LLC	45-3748852	6.44%
McIver & Smith Fabricators, Inc.	74-1265377	0.58%
Phoenix Electric, Inc.	74-2409177	4.59%
Quintanilla Management Co/Water Well Services/Supreme Vacuum	31-1554896	0.28%
Redon Group, LLC	45-4315288	3.66%
Renaissance Metal & Stone	94-3447017	1.27%

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR).

HARBOR AMERICA 401K PLAN

PLAN # 001

EIN #: 01- 0738710

(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		405,589
	American Funds	RNPGX - American Funds New Perspective R6		243,940
	American Funds	RWIGX - American Funds Capital World G & I R6		45,282
	BlackRock	SHISX - BlackRock Health Sciences Svc		181,153
	DFA	DFCEX - DFA Emerging Markets Core Equity		165,719
	Federated	POIXX - Federated Prime Obligation Fund		26,466
	Fidelity	FMFEX - Fidelity Advisor Materials I		156,647
	Fidelity	FUSVX - Fidelity Spartan 500 Index Adv		39,802
	Franklin/Templeton	FKRCX - Franklin Gold and Precious Metals		80,252
	JPMorgan	JPIEX - JPMorgan Discipline Equity		58,628
	MFS	MMUFX - MFS Utilities A		6,131
	Nationwide	NWJCX - Nationwide Ziegler NYSE Arca Tech 100 In		65,147
	Principal	PLGIX - Principal Large Cap Growth		295,690
	T Rowe Price	PIEQX - T Rowe Price Int'l Equity Index		84,787
	T Rowe Price	PRASX - T Rowe Price New Asia		13,710
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		65,962
	Vanguard	VBIIIX - Vanguard Intermediate-Term Bond Index		-
	Vanguard	VBILX - Vanguard Intermediate-Term Bond Index Ad		45,996
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Admiral		41,397
	Vanguard	VBSSX - Vanguard Short-Term Bond Index Signal		-
	Vanguard	VBTLX - Vanguard Total Bond Market Index Admiral		66,580
	Vanguard	VBTSX - Vanguard Total Bond Market Index Signal		-
	Vanguard	VFFVX - Vanguard Target Retirement 2055		6,891
	Vanguard	VFIFX - Vanguard Target Retirement 2050		1,253
	Vanguard	VFORX - Vanguard Target Retirement 2040		1,253
	Vanguard	VGELX - Vanguard Energy Admiral		1,165
	Vanguard	VGRSX - Vanguard REIT Index Signal		-
	Vanguard	VGSLX - Vanguard REIT Index Admiral		186,065
	Vanguard	VIBSX - Vanguard Int-Term Bond Index Signal		-
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		127,073
	Vanguard	VINAX - Vanguard Industrial Index Admiral		300,835
	Vanguard	VISGX - Vanguard Small Cap Growth Index		-
	Vanguard	VMISX - Vanguard Mid Cap Index Signal		-
	Vanguard	VMMXX - Vanguard Money Market Prime		1,170,700
	Vanguard	VSGAX - Vanguard Small Cap Growth Index Adm		138,852
	Vanguard	VSGBX - Vanguard Short-Term Fed		-
	Vanguard	VSGDX - Vanguard Short-Term Federal Admiral		1,396,111
	Vanguard	VSISX - Vanguard Small Cap Index Signal		-
	Vanguard	VSMAX - Vanguard Small Cap Index Admiral		209,586
	Vanguard	VTHRX - Vanguard Target Retirement 2030		497
	Vanguard	VTIVX - Vanguard Target Retirement 2045		891
	Vanguard	VTSEX - Vanguard Total Stock Market Index Admira		3,363,128
	Vanguard	VTSSX - Vanguard Total Stock Market Index Signal		-
	Vanguard	VTTHX - Vanguard Target Retirement 2035		2,047
	Vanguard	VTTSX - Vanguard Target Retirement 2060		2,161
	Vanguard	VTTVX - Vanguard Target Retirement 2025		1,597
	Participant Loan	3.25% to 4.25%		363,760