

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>EMPLOYEES ONLY 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/2013</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>08/01/2013</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>08/01/2013</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EMPLOYEES ONLY, INC.</u> <u>805 OAKWOOD DRIVE, SUITE 100</u> <u>ROCHESTER, MI 48307</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>38-3280836</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>248-276-0936</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>38-3280836</u>	2c Plan Sponsor's telephone number <u>248-276-0936</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>38-3280836</u>					
2c Plan Sponsor's telephone number <u>248-276-0936</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	JANINE GRADOWSKI
	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	5 308
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 228
a(2) Total number of active participants at the end of the plan year	6a(2) 349
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 74
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 423
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 423
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 251
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 70
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan EMPLOYEES ONLY 401(K) PLAN	B Three-digit plan number (PN)	333
C Plan sponsor's name as shown on line 2a of Form 5500 EMPLOYEES ONLY, INC.	D Employer Identification Number (EIN) 38-3280836	

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

(a) Name of insurance carrier

LINCOLN NATIONAL LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0472300	65676	VARIOUS	309	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
11864	27717

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

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

PINNACLE FINANCIAL SERVICES, INC.
1177 HYPOLUXO RD.
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	13	MARKETING ALLOWANCE	5

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

LINCOLN FINANCIAL ADVISORS
1300 S CLINTON ST, STE 150
FORT WAYNE, IN 46802

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	539	NON MONETARY COMP TO SALES REP	4

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

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

EMPLOYEES ONLY, INC.

805 OAKWOOD DR, STE 100
ROCHESTER, MI 48307

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	7807	PLAN EXPENSES	0

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

LINCOLN FINANCIAL ADVISORS

1300 S CLINTON ST, STE 150
FORTY WAYNE, IN 46802

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11864			4

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

PINNACLE FINANCIAL SERVICES, INC.

1177 HYPOLUXO RD.
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	5662	TPA AWARDS	5

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

PINNACLE FINANCIAL SERVICES, INC.

1177 HYPOLUXO RD.
LANTANA, FL 33462

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	13696	TPA SUBSIDY	5

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end.....	4	894507
5 Current value of plan's interest under this contract in separate accounts at year end	5	7194496

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED ACCT**

b Balance at the end of the previous year.....	7b	1106201
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c Additions: (1) Contributions deposited during the year	7c(1)	181510	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	15363	
(4) Transferred from separate account.....	7c(4)		
(5) Other (specify below)	7c(5)	13750	
▶ LOAN PRINCIPAL & INTEREST/ TAKEOVER			

(6) Total additions.....	7c(6)	210623
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1316824
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	405270	
(2) Administration charge made by carrier	7e(2)	13863	
(3) Transferred to separate account.....	7e(3)	397	
(4) Other (specify below)	7e(4)	2787	

▶ **FORFEITURES**

(5) Total deductions.....	7e(5)	422317
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	894507
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan EMPLOYEES ONLY 401(K) PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 EMPLOYEES ONLY, INC.	D Employer Identification Number (EIN) 38-3280836	

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
LINCOLN NATIONAL CORPORATION

35-1140070

(b) Enter name and EIN or address of person who provided you disclosure 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)

LINCOLN NATIONAL CORPORATION

35-1140070

(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?
13	SERVICE PROVIDER	63006	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

STADION MONEY MANAGEMENT

58-2099805

(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	SERVICE PROVIDER	29077	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PINNACLE FINANCIAL SERVICES, INC.

59-2438373

(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	SERVICE PROVIDER	10832	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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>EMPLOYEES ONLY 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>EMPLOYEES ONLY, INC.</u>	D Employer Identification Number (EIN) <u>38-3280836</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FED GOV ULTRA SHORT DUR FUND</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-114</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>267312</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FRANKLIN HIGH INCOME</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-120</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>129989</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VG LIFESTRAT MOD GROWTH</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-121</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>62402</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LVIP SSGA S&P 500 INDEX</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-127</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>168534</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INVESCO GROWTH AND INCOME</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-128</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>247754</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VG LIFESTRAT CONSER GROWTH FUND</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-130</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30575</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VG LIFESTRAT GROWTH</u>			
b Name of sponsor of entity listed in (a): <u>LINCOLN NATIONAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>35-1140070-132</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>78628</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP CLARION GLOBAL REAL ESTATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-155	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28712
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VIT GROWTH SERIES		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-165	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 268691
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND VIP		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-186	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47784
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEV MARKETS		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-194	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20538
a Name of MTIA, CCT, PSA, or 103-12 IE: LINCOLN LIFE SEPARATE ACCOUNT 4K		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-402	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 303692
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MNG'ED RISK PROFILE 2010		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-701	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MNG'ED RISK PROFILE 2030		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-703	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MNG'ED RISK PROFILE 2040		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-704	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14955
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MNG'ED CONSERVATIVE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-705	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 275878
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MNG'ED MODERATE		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-706	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1939224

a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MNG'ED GROWTH		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-707	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2159317
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP SSGA BOND INDEX		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-709	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1132
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS LRG CAP VALUE NON LENDING		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-711	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 189532
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS LRG CAP GROWTH NON LENDIN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-712	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 150570
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MIDCAP INDEX NON LEND SERI		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-713	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42180
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS SMALL CAP VAL NON LEND		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-714	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42554
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS SMALL CAP GROWTH NON LEND		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-715	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38158
a Name of MTIA, CCT, PSA, or 103-12 IE: LVIP MNG'ED RISK PROFILE 2050		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33736
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-720	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30233
a Name of MTIA, CCT, PSA, or 103-12 IE: STADION MNG'ED BALANCED		
b Name of sponsor of entity listed in (a): LINCOLN NATIONAL LIFE INSURANCE COMPANY		
c EIN-PN 35-1140070-722	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 379172

a Name of MTIA, CCT, PSA, or 103-12 IE: **STADION MNG'ED CAPITAL PRESER**

b Name of sponsor of entity listed in (a): **LINCOLN NATIONAL LIFE INSURANCE COMPANY**

c EIN-PN 35-1140070-723	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 243242
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>EMPLOYEES ONLY 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMPLOYEES ONLY, INC.</u>	D Employer Identification Number (EIN) <u>38-3280836</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)	184674211142
(2) Participant contributions		1b(2)	1476336576
(3) Other.....		1b(3)	2383193
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)	161531233446
(9) Value of interest in common/collective trusts		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	67701947194496
(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)	
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	1106201894507
(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	8237601	8573360

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	13422	2280
k Total liabilities (add all amounts in lines 1g through 1j)	1k	13422	2280

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8224179	8571080
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	399200	
(B) Participants	2a(1)(B)	523038	
(C) Others (including rollovers)	2a(1)(C)	68906	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		991144

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)	14488	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14488

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		170003
(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)		
c Other income.....	2c		115
d Total income. Add all income amounts in column (b) and enter total.....	2d		1175750

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1277042	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	2797	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1279839
f Corrective distributions (see instructions).....	2f		2280
g Certain deemed distributions of participant loans (see instructions).....	2g		43254
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	73718	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	29077	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		102795
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1428168

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-252418
l Transfers of assets:			
(1) To this plan.....	2l(1)		599319
(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: **TEMPLETON & COMPANY**

(2) EIN: **14-1918990**

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		42627
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>EMPLOYEES ONLY 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMPLOYEES ONLY, INC.</u>	D Employer Identification Number (EIN) <u>38-3280836</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>35-0472300</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): _____

EMPLOYEES ONLY 401(k) PLAN

**REPORT ON AUDIT OF
FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES**

FOR THE YEAR ENDED DECEMBER 31, 2014

EMPLOYEES ONLY 401(k) PLAN

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Schedule H, line 4j – schedule of reportable transactions	14

Report of Independent Auditors

To the Participants and Beneficiaries
Employees Only 401(k) Plan

We were engaged to audit the accompanying financial statements of Employees Only 401(k) Plan (the Plan) which comprise the statement of net assets available for plan benefits as of December 31, 2014 and the related statement of changes in net assets available for plan benefits for the year then ended, 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Lincoln National Life Insurance Company, the Plan Custodian, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Plan Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Plan Custodian as of and for the year ended December 31, 2014 that the information provided to the Plan Administrator by the Plan Custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matters

Report on Supplemental Schedules

The supplemental schedules of Schedule H, line 4i – Schedule of Assets Held for Investment Purposes at End of Year and Schedule H, line 4j – Schedule of Reportable Transactions as of or for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

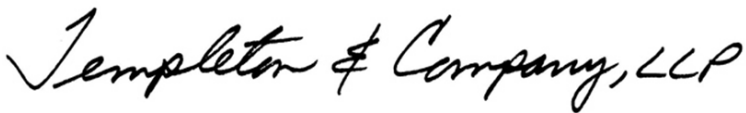
2013 Compiled Statement of Net Assets Available for Plan Benefits

We compiled the accompanying statement of net assets available for plan benefits of Employees Only 401(k) Plan as of December 31, 2013. We have not audited or reviewed the accompanying financial statement and accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Report on 2014 Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the Plan Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Templeton & Company, LLP". The signature is written in a cursive, flowing style.

West Palm Beach, Florida
September 21, 2015

EMPLOYEES ONLY 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2014 and 2013

	Audited 2014	Compiled 2013
ASSETS		
Investments, at fair value:		
Pooled separate accounts	\$ 7,194,496	\$ 6,770,194
Guaranteed funds	894,507	1,106,201
Participant notes receivable	<u>233,446</u>	<u>161,530</u>
	8,322,449	8,037,925
Receivables:		
Participant contributions	36,576	14,763
Employer contributions	211,142	184,674
Other	<u>3,193</u>	<u>238</u>
Total assets	<u>8,573,360</u>	<u>8,237,600</u>
LIABILITIES AND NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Liabilities:		
Refunds payable for excess contributions	<u>2,280</u>	<u>13,422</u>
Net assets available for plan benefits	<u>\$ 8,571,080</u>	<u>\$ 8,224,178</u>

See accompanying notes to financial statements.

EMPLOYEES ONLY 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2014

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 170,003
Other income	<u>14,603</u>
	<u>184,606</u>

Contributions:

Participants	520,759
Employer	399,199
Rollovers	<u>68,906</u>
	<u>988,864</u>

Total additions	<u>1,173,470</u>
-----------------	------------------

Deductions from net assets attributed to:

Benefits paid to participants	1,323,093
Administrative expenses	<u>102,795</u>
Total deductions	<u>1,425,888</u>

Net decrease in net assets before plan transfers	(252,418)
--	-----------

Plan transfers:

Transfers from predecessor plan	<u>599,320</u>
---------------------------------	----------------

Net increase in plan assets	346,902
-----------------------------	---------

Net assets available for plan benefits:

Beginning of year	<u>8,224,178</u>
End of year	<u>\$ 8,571,080</u>

See accompanying notes to financial statements.

EMPLOYEES ONLY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of Plan

The following description of the Employees Only 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan was established on August 1, 2013 as a voluntary defined contribution plan available to the members of Employees Only, Inc. (the Company), a professional employer organization ("PEO"). A PEO provides a comprehensive, bundled outsourcing solution, including payroll, human resources, benefits and workers' compensation to its clients. To reflect the co-employment relationship between the Company, its adopting affiliated companies, if any, and the other employers and employees, the Company deemed it advisable and in the best interests of the employees that the Plan qualify as a multiple employer plan. Employers in a multiple employer plan may have different benefit formulas for their participating employees. Accordingly, each adopting employer executes an adoption agreement with terms and conditions specific to such employer. Eligible employees of the Company and its adopting affiliated companies and other employers may enter the Plan on entry dates coinciding with or following the date on which those employees meet the eligibility requirements as outlined within their respective employer's adoption agreement. Those entry dates are generally on a quarterly basis. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants in the Plan may contribute an amount not to exceed 50% of their pretax annual compensation within the limits prescribed by the Internal Revenue Service (the IRS). Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans. For the year ended December 31, 2014, individual participants' contributions were limited to \$17,500. Participants who are age 50 and older may also contribute an additional \$5,500 on an annual basis.

An employer may, at its discretion, contribute a matching contribution computed as a percentage of the participants' elective contributions. Aggregated employer discretionary contributions amounted to \$399,199 for the year ended December 31, 2014.

Participant accounts

Each participant account is credited with the participant's contribution and allocation of: (a) the Company's discretionary matching contribution and discretionary contribution (if any) and (b) Plan earnings or losses, including market value adjustments on Plan investments. Allocations of earnings and losses are based on the proportion of the participant's account balance to the total account balances of all participants, as defined in the Plan document. All participant contributions are participant-directed and may be invested in one fund or allocated among different funds. Participants may change the allocation of contributions among funds pursuant to Plan provisions.

Allocation and vesting of benefits

Participants are immediately vested in their voluntary contributions plus actual earnings or losses thereon. Vesting in any employer's contribution, plus any earnings or losses thereon, is based upon the number of years of continuous service as listed below:

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Description of Plan, Continued

Allocation and vesting of benefits, continued

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 2	-
2, but less than 3	20
3, but less than 4	40
4, but less than 5	60
5, but less than 6	80
6 or more	100

Participant accounts become fully vested upon death, disability, or upon termination of the Plan.

Payment of benefits

On termination of service due to death, disability, retirement, or other reasons, or qualifying under certain “hardship” rules, as prescribed by the Internal Revenue Service, a participant may receive distributions from the Plan equal to the value of the participant’s vested interest in his or her account. Distributions may be in the form of a lump-sum payment, or a rollover into another qualified plan. Additionally, participants reaching 59½ years of age may receive in-service distributions from the Plan.

Participant notes receivable

Plan participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans, which are collateralized by the balance in the participant’s account, bear interest at prime, determined as of the date of the loan request, which was 4.25% as of December 31, 2014. Principal and interest are paid ratably through monthly payroll deductions. All loans are required to be repaid within a period of five years, except loans to acquire the participant’s principal residence which must be repaid in a reasonable period of time, not to exceed fifteen years.

Participant investment options

Participants must direct their salary deferred contributions to several investment options offered through the Plan Custodian, Lincoln National Life Insurance Company (Lincoln), as made available and determined by the Plan Administrator. Those investment options consist of interests in pooled separate accounts and guaranteed funds. Interests in pooled separate accounts and guaranteed funds are units of participation that the Plan has in the underlying assets of the accounts and/or funds.

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Description of Plan, Continued

Plan administration

The Plan is administered by the Company pursuant to the terms and conditions of the Plan. Under the terms of the Plan, designated employees of the Company act as trustees. The Company contracted with Lincoln National Life Insurance Company (“Lincoln” or “Plan Custodian”) under a group variable annuity contract to act as the Plan Custodian. Lincoln will invest each participant’s account balance in separate pooled accounts, or its general accounts in the case of the guaranteed stable value account and managed principal protect portfolio fund, as instructed by each participant. The Company contracted with Pinnacle Financial Services, Inc. (“Pinnacle”) to act as the Plan’s third party administrator.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment valuation and income recognition

The Plan’s investments in pooled separate accounts and guaranteed funds are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Interest income is recognized when earned. Dividend income is recorded on the ex-dividend date. Realized gains and losses on investments are recognized upon the sale of the related investment and unrealized appreciation or depreciation is recognized at period-end when carrying values of the related investments are adjusted to their fair values. Purchases and sales of investments are recorded on a trade-date basis. Earnings on investments, with the exception of participant loans, are allocated on a pro rata basis to individual participant accounts based on the type of investment and the ratio of each participant’s individual account balance to the aggregate of participant account balances.

Participant notes receivable are valued at their outstanding balances, which approximate fair value.

In accordance with the policy of stating investments at fair value, the Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Participant notes receivable

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Interest income on notes receivable from participants is recorded on the accrual basis. If a participant ceases to make note repayments and the plan administrator deems the note to be in default, the remaining note balance is reduced and a benefit payment is recorded. No allowance for credit losses have been recorded as of December 31, 2014 and 2013.

Administrative expenses

Administrative expenses for the year ended December 31, 2014 totaled \$102,795. Other administrative expenses, such as accounting and legal fees, are paid by the Employer, rather than the participants.

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

Management estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts of assets and changes in net assets and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and such differences may be material.

Unit values

Individual participant accounts for the pooled separate accounts are maintained on a unit value basis. Participants do not have beneficial ownership in the specific underlying securities or other assets in the funds, but do not have an interest therein represented by units valued daily. The funds earn dividends and interest which are automatically reinvested in additional units. Generally, contributions to and withdrawals from each fund are converted to units by dividing the amounts of such transactions by the unit values as last determined, and the participants' accounts are charged or credited with the number of units properly attributable to each participant.

Risks and uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the high level of risk associated with certain investment securities and the level of uncertainty related to changes in the values of investment securities, it is at least reasonably possible that changes in risks in the near-term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

Payment of benefits to withdrawing participants

The Plan records benefit payments to withdrawing participants when paid.

Uncertain tax positions

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) FASB ASC Topic 740 *Income Taxes*, requires the Plan to assess its uncertain tax positions for the likelihood they would be overturned upon examination by the Internal Revenue Service (IRS). In accordance with this guidance, the Plan has determined it does not have any positions at December 31, 2014, that it would be unable to substantiate.

Concentration of credit risk

Financial instruments which potentially subject the Plan to concentrations of credit risk consist of the Plan's debt securities included in investment vehicles. Management believes that the Plan Custodian maintains the Plan's investments with high credit-quality institutions and attempts to limit the credit exposure of any particular investment.

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 3 – Information Prepared and Certified by the Custodian

The following investment information was obtained from data prepared and certified to as complete and accurate by the Plan Custodian as of December 31, 2014. The following are investments that represent five percent or more of the Plan's net assets available for plan benefits as of December 31, 2014:

Guaranteed Funds:	
Managed Principal Protect Portfolio	\$ 864,972
Pooled Separate Accounts:	
Stadion Managed Growth SATG	2,159,317
Stadion Managed Moderate SATM	1,939,224
Other investments	<u>3,125,490</u>
Total investments	<u>\$ 8,089,003</u>

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Pooled separate accounts	\$ 153,948
Guaranteed funds	<u>16,055</u>
Total appreciation	<u>\$ 170,003</u>

Note 4 – Fair Value Measurements

FASB ASC 820, *Fair Value Measurement*, establishes 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 authoritative guidance describes a fair value hierarchy based on three levels of input, of which the first two are considered observable and the last is considered unobservable, that may be used to measure fair value.

Level 1	Quoted prices in active markets for identical assets or liabilities.
Level 2	Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

Following is a description of the Plan's valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value. The Plan has an established and well-documented process for determining fair values.

Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon models that primarily use, as inputs, market-based or independently-sourced market parameters, including yield curves, interest rates, volatilities, equity or debt prices and credit curves. In addition to market information, models also incorporate transaction details such as maturity.

Valuation adjustments, such as liquidity valuation adjustments, may be necessary when the Plan is unable to observe a recent market price for a financial instrument that trades in inactive (or less active) markets. Liquidity adjustments are not taken for positions classified within Level 1 (as defined above in the fair value hierarchy).

The methods described above may produce a fair value calculation that may not be indicative of 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 a different estimate of fair value at the reporting date. Following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Pooled separate accounts

The Plan's pooled separate accounts are valued based upon the units of such pooled separate accounts held by the Plan at year-end multiplied by the respective unit value. The unit values of the pooled separate accounts are based upon significant observable inputs, but are not based upon quoted market prices in an active market. The underlying investments of the pooled separate accounts consist solely of mutual funds, each of which follows a separate investment strategy. Due to the nature of these securities, there are no unfunded commitments or redemption restrictions. The Plan's pooled separate account investments are considered Level 2 investments as of December 31, 2014.

The following table summarizes the Plan's investments based on valuation methodology applied by the Plan as of December 31, 2014:

Description	Level 1: Quoted prices in markets for identical assets	Level 2: Significant other observable inputs	Level 3: Significant unobservable inputs	Total
Investments:				
Pooled separate accounts	\$ -	\$ 7,194,496	\$ -	\$ 7,194,496
Guaranteed funds	-	-	894,507	894,507
	<u>\$ -</u>	<u>\$ 7,194,496</u>	<u>\$ 894,507</u>	<u>\$ 8,089,003</u>

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

The following is a schedule of the Plan's Level 3 investment activity for the year ended December 31, 2014 measured on a recurring basis using significant unobservable inputs:

Beginning balance	\$ 1,106,201
Appreciation	16,055
Purchases	156,726
Settlements	<u>(384,475)</u>
Ending balance	<u>\$ 894,507</u>

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

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the date the event or change in circumstances that caused the transfer.

Note 5 – Guaranteed Funds with Plan Custodian

The Plan has fully benefit-responsive guaranteed investment contracts with Lincoln which maintains the contributions in general accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specific interest rate that is guaranteed to the Plan.

The contract values of the guaranteed funds are the relevant measurement of the net assets available for plan benefits in a defined contribution plan that holds fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The statement of net assets available for plan benefits presents the fair value of the fully benefit-responsive investment contracts with the appropriate adjustment to contract value. The statement of changes in net assets available for plan benefits are prepared on a contract value basis. The Plan Custodian indicated that the fair value of the guaranteed fund equals the contract value as of December 31, 2014.

The average yield, based on actual earnings for the guaranteed funds, for the year ended December 31, 2014 was 1.6%. As of December 31, 2014, there are no reserves recorded against contract value for credit risk of the contract issuer. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than zero percent. Interest rates are reviewed for resetting at least semi-annually. Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with the Plan Custodian. The Plan Administrator believes the occurrence of such events, that would also limit the Plan's ability to transact at contract value with the Plan's participants, is not probable. Investments in guaranteed funds are classified within Level 3 of the valuation hierarchy.

EMPLOYEES ONLY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 6 – Refunds Payable for Excess Contributions

During 2014 and 2013, the Plan received contributions from participants in excess of Plan and IRS limitations. Such amounts were refunded to participants in each subsequent year.

Note 7 – Party-In-Interest Transactions

The Plan's investments include shares of pooled separate accounts and guaranteed funds administered by Lincoln National Life Insurance Company (the Plan Custodian). Therefore, transactions in these investments qualify as party-in-interest transactions.

Note 8 – Plan Termination

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 will become 100% vested in their accounts.

Note 9 – Plan Transfers

In the normal course of business, as the Company adds employers, assets from the individual qualified plans that the added employers previously sponsored are transferred into the Plan, when administratively feasible to do so. Likewise, as employers leave the Company and adopt different qualified plans, assets attributable to these outgoing employers are transferred out of the Plan.

During 2014, transfers into the Plan totaled \$599,320 and there were no transfers out of the Plan.

Note 10 – Tax Status

On December 15, 2009, the Internal Revenue Service stated that the volume submitter profit sharing plan adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan was being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 11 – Subsequent Events

The Plan evaluated events occurring subsequent to December 31, 2014 through September 21, 2015, the date on which the financial statements were available to be issued, for matters that should be recorded in the financial statements or disclosed in the footnotes thereto.

SUPPLEMENTAL SCHEDULES

EMPLOYEES ONLY 401(k) PLAN

SPONSOR'S EIN: 38-3280836

PLAN NUMBER: 333

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
HELD FOR INVESTMENT PURPOSES AT END OF YEAR
December 31, 2014**

(a) Issuer	Number of Shares	Interest Rate	Market Value
Pooled Separate Accounts:			
SA11 AmerFunds EuroPac Growth	11,568	n/a	\$ 160,770
SA28 Invesco Growth & Income	54,095	n/a	247,754
SA65 MFS VIT Growth	11,560	n/a	268,691
SA86 Templeton Bond VIP	2,314	n/a	47,784
SA94 Oppenheimer Developing Markets	722	n/a	20,538
Fed Gov Ultrashort Dur SA14	63,969	n/a	267,312
SALE BlackRock Global Allocation	9,218	n/a	142,922
SALM PIMCO Total Return	2,685	n/a	30,233
SA21 VG LifeStrategy Mod Grw	4,635	n/a	62,402
SA20 Franklin High Income	18,306	n/a	129,989
SA30 VG LifeStrategy Cons Grw	8,508	n/a	30,575
* SA55 LVIP Clarion Gbl Real Estate	1,065	n/a	28,713
* SAL6 LVIP SSgA Bond Index	85	n/a	1,134
SAL8 SSgA Russ LC Ix VI Non-Ln	7,714	n/a	189,532
SAL9 SSgA Russ LC Gr Ix Non-Ln	6,042	n/a	150,570
SALA SSgA S&P MidCap Idx Non-Ln	1,597	n/a	42,180
* LVIP SSgA S&P 500 Index SA27	84,780	n/a	168,534
SALB SSgA Russ SC VI Ix Non-Ln	2,078	n/a	42,554
SALC SSgA Russ SC Gr Ix Non-Ln	1,670	n/a	38,158
SA32 VG LifeStrategy Growth	19,265	n/a	78,628
* SAL4 LVIP Managed Risk Pr 2040	1,203	n/a	14,955
* SALL LVIP Managed Risk Pr 2050	2,762	n/a	33,736
Stadion Managed Balanced SATB	33,363	n/a	379,172
Stadion Mgd Conservative SATC	23,228	n/a	275,878
Stadion Managed Growth SATG	155,856	n/a	2,159,316
Stadion Managed Moderate SATM	148,130	n/a	1,939,224
Stadion Mgd Cap Pres SATP	23,299	n/a	243,242
Guaranteed Funds:			
Guaranteed Stable Value Acct	29,535	n/a	29,535
Managed Principal Protect Portfolio	83,646	n/a	864,972
			<u>\$ 8,089,003</u>
Participant Notes Receivable		4.25%	<u>\$ 233,446</u>

* Indicates party-in-interest to the Plan

EMPLOYEES ONLY 401(k) PLAN
SPONSOR'S EIN: 38-3280836
PLAN NUMBER: 333

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
For the Year Ended December 31, 2014

NONE

%	COMPANY NAME	EIN
8.02%	EOI/BANKER & BRISEBOIS	380324950
0.96%	EOI/CERTIFIED TRACTOR & AUTO REPAIR, INC.	383601713
3.64%	EOI/CONREST, INC.	383457818
5.58%	EOI/CTS NORTH AMERICA, INC.	383694621
6.25%	EOI/HOMKOR, INC.	820435033
4.88%	EOI/HRE HUMAN RESOURCE EXPERTS, INC.	383361207
1.64%	EOI/HUMAN RESOURCES EXPERTS 516	274315714
2.75%	EOI/EMPLOYEES ONLY, INC.	383280836
0.07%	EOI/JACKSON PREPARATORY & EARLY COLLEGE	461904622
3.35%	EOI/JM PROFESSIONAL SERVICES, LLC.	202252478
0.00%	EOI/KENSINGTON WOODS HIGH SCHOOL	383252803
0.00%	EOI/MIS ASSOCIATES, INC.	382764433
6.42%	EOI/PLYMOUTH EDUCATIONAL CENTER	383246663
50.35%	EOI/REFORMS NET, LLC. DBA ZIPLOGIX	954768690
0.17%	EOI/SC TOOLS	364143378
2.40%	EOI/SELF HELP REHABILITATION (SHAR)	381917278
3.53%	EOI/SURGICAL PRACTICE MANAGEMENT	371451079
100.00%	EOI PLAN TOTALS	

EMPLOYEES ONLY 401(k) PLAN

SPONSOR'S EIN: 38-3280836

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HELD FOR INVESTMENT PURPOSES AT END OF YEAR
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Participant Notes Receivable		4.25%	<u>\$ 233,446</u>

* Indicates party-in-interest to the Plan

Attachment to 2014 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name EMPLOYEES ONLY 401(K) PLAN

EIN: 38-3280836

Plan Sponsor's Name EMPLOYEES ONLY, INC.

PN: 333

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	0	42,627	0	0