

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
---	---	--

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>EMPOWER HR RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1998</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/1998</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>01/01/1998</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EMPOWER, INC.</u> <u>6 EAST MINER STREET</u> <u>ARLINGTON HEIGHTS, IL 60004</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-4115383</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>847-818-0707</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>36-4115383</u>	2c Plan Sponsor's telephone number <u>847-818-0707</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>36-4115383</u>					
2c Plan Sponsor's telephone number <u>847-818-0707</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	ROBERT CZAPIEWSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	ROBERT CZAPIEWSKI
	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:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	3368
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)	3038
a(2) Total number of active participants at the end of the plan year		6a(2)	4155
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	599
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	4754
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	6
f Total. Add lines 6d and 6e		6f	4760
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1869
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	8
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 3H			
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)		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	
(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		b General Schedules	
(1)	☒	(1)	☒
R (Retirement Plan Information)		H (Financial Information)	
(2)	☐	(2)	☐
MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		I (Financial Information – Small Plan)	
(3)	☐	(3)	☐
SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		A (Insurance Information)	
		(4)	☒
		(5)	☒
		(6)	☐
			C (Service Provider Information)
			D (DFE/Participating Plan Information)
			G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

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

A Name of plan <u>EMPOWER HR RETIREMENT SAVINGS 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>EMPOWER, INC.</u>	D Employer Identification Number (EIN) <u>36-4115383</u>	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

<u>ALLIANCEBERNSTEIN INVESTOR SERVICES</u>	<u>PO BOX 786003</u> <u>SAN ANTONIO, TX 78278-6003</u>
--	---

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

<u>AMERICAN FUNDS</u>	<u>333 SOUTH HOPE STREET</u> <u>LOS ANGELES, CA 90071-1406</u>
-----------------------	---

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

<u>COLUMBIA MANAGEMENT</u>	<u>PO BOX 8081</u> <u>BOSTON, MA 02266-8081</u>
----------------------------	--

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

<u>FEDERATED KAUFMANN FUNDS</u>	<u>4000 ERICSSON DRIVE</u> <u>WARRENDALE, PA 15086-7561</u>
---------------------------------	--

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

FIDELITY INVESTMENTS

P.O. BOX 77001
CINCINNATI, OH 45277-0003

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

INVESCO INVESTMENT SERVICES, INC.

PO BOX 219078
KANSAS CITY, MO 64121-9078

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

JOHN HANCOCK SIGNATURE SERVICES, IN

PO BOX 55913
BOSTON, MA 02205-5913

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

OPPENHEIMER FUNDS SERVICES

PO BOX 5270
DENVER, CO 80217-5270

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

THE VANGUARD GROUP

INVESTOR INFORMATION DEPARTMENT
PO BOX 2600
VALLEY FORGE, PA 19482-2600

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

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

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

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

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

FREEBORN & PETERS LLP

36-3238755

(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?
29	ATTORNEY	25630	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VERISIGHT, INC.

27-2037969

(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	TPA	267444	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CJG PARTNERS LLP

36-3383864

(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?
10	CPA	23000	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)

LPL FINANCIAL

75 STATE STREET
24TH FLOOR
BOSTON, MA 02109

(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?
27	INV ADVISOR	84025	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: CJG PARTNERS LLP	b EIN: 36-3383864
c Position: PLAN AUDITOR	
d Address: 1101 PERIMETER DR #800 SCHAUMBURG, IL 60173	e Telephone: 847-517-8222

Explanation: CHANGE AS A RESULT OF ROUTINE REVIEW OF PLAN SERVICE PROVIDERS FEES AND SERVICES.

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.
---	---	---

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

A Name of plan EMPOWER HR RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	333

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EMPOWER, INC.	D Employer Identification Number (EIN) 36-4115383
---	---

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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:	WELLS FARGO STABLE VALUE FUND N
--	---------------------------------

b Name of sponsor of entity listed in (a):	WELLS FARGO BANK, N.A.
---	------------------------

c EIN-PN 76-0727727-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3029120
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

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

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

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

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

SCHEDULE H (Form 5500) 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>EMPOWER HR RETIREMENT SAVINGS 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>EMPOWER, INC.</u>		D Employer Identification Number (EIN) <u>36-4115383</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	0	125319
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	302405	237937
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2418659	
(2) U.S. Government securities	1c(2)	9050495	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	973931	
(B) All other	1c(3)(B)	2790226	
(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)	1641313	1431634
(9) Value of interest in common/collective trusts	1c(9)	2492403	3029120
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	69187608	77426069
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	193681	28840

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	89050721	82278919

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	315965	181616
k Total liabilities (add all amounts in lines 1g through 1j)	1k	315965	181616

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	88734756	82097303
---	-----------	----------	----------

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)	2042656	
(B) Participants	2a(1)(B)	6962074	
(C) Others (including rollovers)	2a(1)(C)	1214368	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10219098

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)	53388	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		53388

(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)	3235246	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3235246

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2411315
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		15919047

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	24336250	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		24336250
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	400100	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		400100
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		24736350

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-8817303
l Transfers of assets:			
(1) To this plan.....	2l(1)		8595939
(2) From this plan.....	2l(2)		6416089

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: GRANT, MILLMAN & JOHNSON, P.C.

(2) EIN: 38-2555519

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
HUMBER MUNDIE & MCCLARY, LLP RETIREMENT PLAN	39-0843904	003
ANALYTE HEALTH, INC.	26-3566925	002
DIRECT COMMERCE GROUP, LLC 401(K) PLAN	27-2182224	001
REAL TIME AUTOMATION, INC. 401(K) PROFIT SHARING PLAN	20-8898700	001

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN
-------------------------	-----------------------

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

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

A Name of plan <u>EMPOWER HR RETIREMENT SAVINGS 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>EMPOWER, INC.</u>	D Employer Identification Number (EIN) <u>36-4115383</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>26-0010549</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): _____

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

DECEMBER 31, 2014

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

TABLE OF CONTENTS

For the Years Ended December 31, 2014 and 2013

	<u>PAGE</u>
Independent Auditor's Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements.....	5-13
Supplemental Information:	
Schedule H - Line 4(i) - Schedule of Assets (Held at End of Year)	14



Grant, Millman & Johnson, P.C.

CERTIFIED PUBLIC ACCOUNTANTS
AND BUSINESS ADVISORS

39475 W. THIRTEEN MILE ROAD
SUITE 200
NOVI, MICHIGAN 48377

PHONE: 248-994-8500
FAX: 248-994-8505
www.grantmillman.com

Berry M. Grant, CPA
Lawrence I. Millman, CPA
Paul A. Johnson, CPA
Steven G. Boggs, CPA
Mark H. Wagner, CPA

Adriane M. Dobre, CPA
Thomas P. Dolan, CPA
Richard S. Edgar, CPA
Richard J. Elder, CPA
David R. Guest, CPA
Jeanne M. Jantzen, CPA

Lisa M. Kowalski, CPA, MST
Susan E. Schmidt, CPA, CSRP, CSEP
Harry Siegel, CPA
David A. Smith, CPA
Jacob R. Strecker, CPA, MBA
Rachelle L. Syron, CPA
David B. Tozer, CPA

INDEPENDENT AUDITOR'S REPORT

To The Participants and Administrator of the
Empower HR Retirement Savings Plan
Schaumburg, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Empower HR Retirement Savings Plan, which comprise the Statement of Net Assets Available for Benefits as of December 31, 2014, and the related Statement of Changes in Net Assets Available for 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 audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Verisight Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2014 that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements referred to in the first paragraph.

Other Matter – Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Other Matter – 2013 Financial Statements

The financial statements of the Plan as of December 31, 2013 were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Verisight Trust Company, the trustee of the Plan. Their report, dated September 18, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and, accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

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

GRANT, MILLMAN & JOHNSON, P.C.

Grant, Millman & Johnson, PC

August 26, 2015

EMPOWER HR RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS:		
Investments, at Fair Value:		
Registered Investment Companies	\$ 77,426,069	\$ 69,187,608
Common/Collective Trust Fund	3,029,120	2,492,403
Self-directed Brokerage Accounts	<u>-</u>	<u>15,398,152</u>
Total Investments	<u>80,455,189</u>	<u>87,078,163</u>
Receivables:		
Contribution Receivable - Employer	237,937	302,405
Notes Receivable from Participants	<u>1,431,634</u>	<u>1,641,313</u>
Total Receivables	<u>1,669,571</u>	<u>1,943,718</u>
Cash	<u>125,319</u>	<u>-</u>
Other Asset:		
Insurance - Cash Value	<u>28,840</u>	<u>28,840</u>
Total Assets	82,278,919	89,050,721
LIABILITIES:		
Benefits Payable	<u>181,616</u>	<u>315,965</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	82,097,303	88,734,756
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	<u>(41,197)</u>	<u>(19,441)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 82,056,106</u></u>	<u><u>\$ 88,715,315</u></u>

See Notes to Financial Statements

EMPOWER HR RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Dividend and Interest Income	\$ 3,235,246	\$ 2,944,861
Net Appreciation in Fair Value of Investments	<u>2,389,559</u>	<u>8,356,944</u>
Total Investment Income	<u>5,624,805</u>	<u>11,301,805</u>
 Interest - Notes Receivable from Participants	 <u>53,388</u>	 <u>52,353</u>
Contributions:		
Participants	6,962,074	6,407,346
Employer	2,042,656	2,144,824
Rollover	<u>1,214,368</u>	<u>1,047,704</u>
Total Contributions	<u>10,219,098</u>	<u>9,599,874</u>
Total Additions	<u>15,897,291</u>	<u>20,954,032</u>
 DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	24,336,250	11,160,651
Administrative Expenses	<u>400,100</u>	<u>332,325</u>
Total Deductions	<u>24,736,350</u>	<u>11,492,976</u>
 INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	 (8,839,059)	 9,461,056
 TRANSFERS OF ASSETS:		
To This Plan	8,595,939	1,100,985
From This Plan	<u>(6,416,089)</u>	<u>(3,637,197)</u>
 NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	 <u>88,715,315</u>	 <u>81,790,471</u>
 NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	 <u><u>\$ 82,056,106</u></u>	 <u><u>\$ 88,715,315</u></u>

See Notes to Financial Statements

EMPOWER HR RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2014 and 2013

NOTE 1 - Description of the Plan

The following description of the Empower HR Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution 401(k) plan established effective January 1, 1998 and is a multiple employer plan with 131 participating employers as of December 31, 2014. The Plan Administrator maintains all necessary employment records and determines participant eligibility. The Plan is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA), as amended, and Section 401(k) of the Internal Revenue Code ("IRC"). The trustee of the Plan is Verisight Trust Company.

Eligibility – The Plan allows each participating employer to choose one of the following eligibility options for participants who have reached twenty-one years of age:

- Immediate
- One year of service
- Any number of months of service not exceeding twelve

Contributions - Participants may contribute up to 100 percent of their pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions representing distributions from other qualified plans. Participating employers may elect to make 401(k) safe harbor, discretionary matching and discretionary profit sharing contributions in accordance with the provisions of the Plan agreement. Participating employer contributions are invested pursuant to the participant's investment elections. Contributions are subject to certain IRC limitations.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the participating employer's contribution (if applicable), (b) Plan earnings, and (c) forfeitures of terminated participants non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions, 401(k) safe harbor contributions and related earnings thereon. Vesting in discretionary employer contributions, and related earnings thereon, are based on the following options:

- Immediate
- 100% after three years
- 100% after five years
- 100% after six years

In addition, a participant becomes 100 percent vested upon death, disability or attainment of age 65.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 1 - Description of the Plan (Continued)

Investment Options - Upon enrollment in the Plan, a participant may direct employee contributions in one percent increments in any of the 38 investment options. Participants may change their investment options at any time. These options consist of professionally managed mutual funds and a collective trust fund, and vary in their respective strategies, risks and goals.

Notes Receivable from Participants - The Plan allows participants to borrow up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans must be repaid within five years, except for loans used to purchase the participant's principal residence. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid through payroll deductions.

Payment of Benefits - After separation from service due to termination, death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, a series of annual installments over a period not to exceed ten years, or the purchase of an annuity contract. While employed, a participant may make in-service and hardship withdrawals in accordance with the Plan's provisions.

Forfeitures - Forfeitures were \$37,273 in 2014 and \$38,654 in 2013. Forfeitures were used to reduce employer contributions in 2014 by \$8,179. The value of forfeited non-vested accounts totaled \$118,403 at December 31, 2014 and \$92,309 at December 31, 2013. The Plan may use the forfeiture balance to reduce future employer contributions.

NOTE 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present to fair value of the investment contract as well as the adjustment from fair value to contract value. The statements of changes in net assets available for benefits is presented using contract value for the fully benefit-responsive investment contract.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 2 - Significant Accounting Policies (Continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Investment Valuation - Investments are stated 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. See Note 3 for discussion of fair value measurements.

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

Contributions - Contributions to the Plan from employees and from the Company, as defined in the plan, are recorded on an accrual basis.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Plan's administrative expenses are primarily paid by the plan sponsor and participating employers, and are excluded from these financial statements. Fees for the administration of notes receivable from participants and processing of benefit payments are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events - Management has evaluated events and transactions through August 26, 2015, the date the financial statements were available to be issued.

Reclassifications - Certain reclassifications have been made to the 2013 financial statements in order for them to be in conformity with the current year presentation.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 3 - Fair Value Measurements

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

Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$77,426,069	\$ -	\$ -	\$77,426,069
Common/collective trust	-	3,029,120	-	3,029,120
Total assets at fair value	<u>\$77,426,069</u>	<u>\$ 3,029,120</u>	<u>\$ -</u>	<u>\$80,455,189</u>
Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$69,187,608	\$ -	\$ -	\$69,187,608
Common/collective trust	-	2,492,403	-	2,492,403
Self-directed investments:				
Money market funds	379,005	-	-	379,005
Certificates of deposit	2,039,654	-	-	2,039,654
Common stock	2,790,226	-	-	2,790,226
Government securities	-	5,906,370	-	5,906,370
Municipal bonds	-	3,144,125	-	3,144,125
Corporate bonds	-	973,931	-	973,931
Other investments	-	164,841	-	164,841
Total assets at fair value	<u>\$74,396,493</u>	<u>\$12,681,670</u>	<u>\$ -</u>	<u>\$87,078,163</u>

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels which are described below. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 3 - Fair Value Measurements (Continued)

Level 1 Fair Value Measurements

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

The fair value of money market and mutual funds is based on quoted net asset values of the shares held by the Plan at year end. The fair value of common stock is based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements

Level 2 inputs consist of quoted prices for similar assets in active and inactive markets and other observable corroborated market data. Level 2 inputs were only used when Level 1 inputs were not available. This includes, but is not limited to, quoted prices for similar assets or liabilities in markets that are not active. The fair value of the common trust fund is based on information provided by the issuer of the fund, by discounting the related cash flows based on current yields of similar instruments with comparable durations and credit worthiness. The fair values of government securities, corporate bonds, and municipal bonds are valued by a third-party brokerage house.

Level 3 Fair Value Measurements

Level 3 assets have the lowest priority. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. The Level 3 fair value measurement is based on other unobservable inputs. The Plan did not have any assets utilizing Level 3 inputs at December 31, 2014 and 2013.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 4 - Investments

The following presents investments that represented five percent or more of the Plan's net assets available for benefits at either December 31, 2014 or 2013:

	<u>2014</u>	<u>2013</u>
JP Morgan SmartRetirement 2015 Fund	\$ 4,916,736	\$ -
JP Morgan SmartRetirement 2020 Fund	\$ 5,977,934	\$ -
JP Morgan SmartRetirement 2025 Fund	\$ 10,820,773	\$ -
JP Morgan SmartRetirement 2030 Fund	\$ 6,990,192	\$ -
JP Morgan SmartRetirement 2035 Fund	\$ 5,626,991	\$ -
JP Morgan SmartRetirement 2040 Fund	\$ 4,388,563	\$ -
John Hancock 2 Lifestyle Balanced Fund	\$ -	\$ 40,818,098

The Plan's investments include the Wells Fargo Stable Value Fund N (the Fund), a collective trust fund sponsored by Wells Fargo Bank, N.A. that is considered a fully benefit-responsive investment contract. All of the Fund's assets are invested in Wells Fargo Stable Return Fund G, in which the Fund held a 0.33% ownership interest at December 31, 2014.

The account is credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Because the investment is fully benefit responsive, contract value is the relevant measurement attribute. The contract is included in the respective statements of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made to the Fund plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The following is a summary of the contract and fair values at December 31, 2014 and 2013, and the average yields and crediting interest rates for the years ended December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Contract value	\$ 2,987,923	\$ 2,472,962
Fair value	\$ 3,029,120	\$ 2,492,403
Average yield	1.40%	1.36%
Crediting interest rate	1.64%	1.52%

There are no events that require the Plan to settle at an amount different than contract value, and generally there are no events that could limit the ability of the Plan to transact at contract value.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 5 - Net Change in Fair Value of Investments

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$2,389,559 in 2014 and by \$8,356,944 in 2013.

NOTE 6 - Information Certified by Trustee

The following is a summary of certain financial information certified by the trustee as being complete and accurate at December 31, 2014 and 2013 and for the years then ended:

	<u>2014</u>	<u>2013</u>
Statement of net assets available for benefits:		
Investments:		
Registered investment companies	\$ 77,426,069	\$ 69,187,608
Common/collective trust fund	<u>3,029,120</u>	<u>2,492,403</u>
Total investments	<u><u>\$80,455,189</u></u>	<u><u>\$71,680,011</u></u>
Notes receivable from participants	<u><u>\$ 1,431,634</u></u>	<u><u>\$ 1,641,313</u></u>
Cash	<u><u>\$ 125,319</u></u>	<u><u>\$ -</u></u>
Statement of changes in net assets available for benefits:		
Dividend and interest income	\$ 3,235,246	\$ 2,944,861
Net change in fair value of investments	\$ 2,389,559	\$ 8,356,944
Interest on participant loans	\$ 53,388	\$ 52,353

The information summarized above represents assets that were invested by the trustee at December 31, 2014 and 2013.

NOTE 7 - Related Party Transactions

Plan investments include mutual funds managed by Goodworth Kitchie & Associates, the Plan's investment advisor. These investments qualify as party-in-interest transactions.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 8 - Plan Termination

Although it has not expressed any intent to do so, the sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

NOTE 9 - Tax Status

The Internal Revenue Service has determined and informed Plan management by a letter dated March 14, 2014 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Management believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The plan administrator has concluded that as of December 31, 2014 there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. There are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 10 - Risks and Uncertainties

The Plan provides for various investment options whose underlying investment securities include stocks, bonds and fixed income securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2014 and 2013

NOTE 11 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$82,056,106	\$88,715,315
Adjustment to fair value from contract value for fully benefit-responsive investment contract	<u>41,197</u>	<u>19,441</u>
Net assets per Form 5500	<u>\$82,097,303</u>	<u>\$88,734,756</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500:

	<u>2014</u>	<u>2013</u>
Change in net assets available for benefits per the financial statements	\$(8,839,059)	\$ 9,461,056
Adjustment to fair value from contract value for fully benefit-responsive investment contract	<u>21,756</u>	<u>(40,034)</u>
Change in net assets per Form 5500	<u>\$(8,817,303)</u>	<u>\$ 9,421,022</u>

NOTE 12 - Plan Transfers

During 2014 four employers elected to participate in the Plan, resulting in the transfer of assets totaling \$8,595,939 from other qualified plans into the Plan, and ten employers elected to end their participation in the Plan, resulting in the transfer of assets totaling \$6,416,089 to other qualified plans.

During 2013 four employers elected to participate in the Plan, resulting in the transfer of assets totaling \$1,100,985 from other qualified plans into the Plan, and two employers elected to end their participation in the Plan, resulting in the transfer of assets totaling \$3,637,197 to other qualified plans.

NOTE 13 – Subsequent Events

During 2015 four employers have elected to participate in the Plan, resulting in the transfer of assets totaling \$1,175,457 from other qualified plans into the Plan, and eight employers have elected to end their participation in the Plan, resulting in the transfer of assets totaling \$4,540,432 to other qualified plans.

SUPPLEMENTAL INFORMATION

EMPOWER HR RETIREMENT SAVINGS PLAN

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

December 31, 2014

EIN: 36-2700871

Plan Number: 333

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost (1)	Current value
	Wells Fargo Galliard Stable Value Fund N	Common/collective trust fund		\$ 3,029,120
	Allianz RCM Technology Fund	Mutual fund		1,354,960
	Blackrock Equity Dividend Fund	Mutual fund		2,520,108
	Blackrock High Yield Bond Fund	Mutual fund		1,148,372
*	Goodworth Kitchie & Associates Active Conservative Fund	Mutual fund		8,054
*	Goodworth Kitchie & Associates Active Growth Fund	Mutual fund		806,152
*	Goodworth Kitchie & Associates Active Growth w/ Income Fund	Mutual fund		1,757,346
*	Goodworth Kitchie & Associates Active Income w/ Mod Growth Fund	Mutual fund		346,681
*	Goodworth Kitchie & Associates Passive Conservative Fund	Mutual fund		9,626
*	Goodworth Kitchie & Associates Passive Growth Fund	Mutual fund		284,100
*	Goodworth Kitchie & Associates Passive Growth w/ Income Fund	Mutual fund		624,666
*	Goodworth Kitchie & Associates Passive Income w/ Mod Growth Fund	Mutual fund		1,157
	Invesco Charter Fund	Mutual fund		412,613
	Invesco International Growth Fund	Mutual fund		1,144,897
	JP Morgan SmartRetirement 2015 Fund	Mutual fund		4,916,736
	JP Morgan SmartRetirement 2020 Fund	Mutual fund		5,977,934
	JP Morgan SmartRetirement 2025 Fund	Mutual fund		10,820,773
	JP Morgan SmartRetirement 2030 Fund	Mutual fund		6,990,192
	JP Morgan SmartRetirement 2035 Fund	Mutual fund		5,626,991
	JP Morgan SmartRetirement 2040 Fund	Mutual fund		4,388,563
	JP Morgan SmartRetirement 2045 Fund	Mutual fund		2,654,951
	JP Morgan SmartRetirement 2050 Fund	Mutual fund		1,334,387
	JP Morgan SmartRetirement 2055 Fund	Mutual fund		174,149
	JP Morgan SmartRetirement Income Fund	Mutual fund		2,765,933
	Neuberger Berman Real Estate Fund	Mutual fund		759,525
	Nuveen Large Cap Growth Opportunity Fund	Mutual fund		1,535,321
	Nuveen Strategic Income Fund	Mutual fund		768,725
	Oppenheimer Developing Markets Fund	Mutual fund		2,260,646
	Pimco Commodity Real Return Strategy Fund	Mutual fund		243,262
	Prudential Jennison Mid Cap Growth Fund	Mutual fund		1,287,986
	Putnam Capital Opportunities Fund	Mutual fund		771,957
	Vanguard 500 Index Investor Fund	Mutual fund		3,637,379
	Vanguard Large Cap Index Fund	Mutual fund		2,096,013
	Vanguard Mid Cap Index Fund	Mutual fund		2,099,082
	Vanguard Small Cap Index Fund	Mutual fund		2,203,916
	Vanguard Total Bond Market Index Fund	Mutual fund		1,327,153
	Vanguard Total Intl Stock Index Fund	Mutual fund		1,215,537
	Victory Established Value Fund	Mutual fund		1,150,226
	TOTAL INVESTMENTS			80,455,189
	Notes receivable from participants	Interest ranging from 3.25% to 8.25%.		1,431,634
TOTAL INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS				<u>\$ 81,886,823</u>

* Denotes party in interest

(1) Cost omitted for participant-directed investments

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
1522 ON THE LAKE CONDOMINIUMS	39-2035609	0.01 %
1ST CLASS SOLUTIONS	35-1956497	0.18 %
AAF CARDINAL STATION	26-3061274	0.08 %
ABCD INC.	39-1967028	0.18 %
ACCELERATION HUMAN RESOURCES	20-8485067	0.23 %
ACEG LLC	20-0786583	0.22 %
ADVANCED COMPUTING INC	36-4123137	0.24 %
AM DEBT RESTRUCTURING SOLUTIONS	26-4551855	0.00 %
APG GENERAL INC	38-3387556	0.02 %
ARCHIBLOX LLC	20-5519860	0.00 %
ARNOLD B. KUHS	55-0911352	0.02 %
ARTSNOW CREATING PRIDE	58-2425381	0.01 %
ASCEDIA INC.	39-2004811	0.88 %
AVANTECH TESTING SERVICES	46-2830669	0.39 %
BACKGROUND RESOURCES	37-1421964	0.11 %
BENDER LUMBER CO INC	35-1077654	1.08 %
BETTER BUSINESS BUREAU CENTRAL INDIANA	35-0177190	0.13 %
BROADHAVEN CAPITAL PARTNERS LLC	27-0856899	0.50 %
BRUCE KOLTON MD.LLC	36-4408879	0.52 %
CANON	36-4115383	0.03 %
CAREER STRATEGIES INC.	20-0403594	0.10 %
COLORADO REGIONAL CENTER LLC	27-0522269	0.09 %
COMPASSIONATE HOME HEALTH CARE INC	20-3689329	0.32 %
CONNECT THINK LLC	27-2594867	0.10 %
CORE VISION IT SOLUTIONS LLC	20-0885296	0.40 %
CPL INDUSTRIES INC.	39-1099529	0.60 %
CREDIT LINK	36-4371425	0.03 %
CUSTOM MED APOTHECARY	35-2095911	0.96 %
DIAMOND NEXUS LABS	20-3905712	0.18 %
DIRECT COMMERCE GROUP LLC	27-2182224	0.31 %
DIYSEO INC.	80-0478369	0.01 %
DOCTORS EXPRESS	46-2544915	0.32 %
DROST KIVLAHAN MCMAHON AND OCONNOR LLC	20-5232711	2.63 %
EAGLE CREEK AVIATION SERVICES INC	35-1569118	4.19 %
EDGE DOCUMENT SOLUTIONS LLC	20-2060368	0.24 %
ELSER ENTERPRISES INC.	39-1399292	0.44 %
ENVIRO-SAFE CONSULTING LLC	01-0755807	1.04 %
ESC SERVICES INC	11-3683009	1.32 %
ESP GROUP INC.	39-1827089	0.88 %
EVERYTHING2GO.COM	20-3551243	0.44 %

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
OBRIEN INTERNATIONAL LLC	87-0696926	2.76 %
PECAN STREET INC	27-0744614	0.78 %
PRIME CARE MANAGEMENT LLC	35-2110755	0.02 %
PRISM MEZZANINE MANAGEMENT LLC	82-0582211	0.63 %
PRISM CAPITAL MANAGEMENT	36-4282502	0.05 %
PROFESSIONAL BILLING ANALYSIS	36-3747118	0.35 %
PROGRESSIVE REHAB NETWORK LTD	38-3113524	0.26 %
PROLITEC INC.	20-1013943	2.44 %
PRONTO SOFTWARE INC.	36-4736021	0.39 %
REAL ESTATE RESOURCES LLC	27-3115827	0.01 %
RELIANT	90-0984729	1.19 %
RESOLV INC.	20-4055825	0.28 %
RICHARD M. HERD JR.DDS	35-1392707	0.03 %
RJO LUXURY COACH	26-1630113	0.19 %
ROCKFORD COMMERCIAL WAREHOUSE	01-0703702	0.64 %
SAFE SITTER INC	31-1184693	0.29 %
SAGAMORE INSTITUTE INC	20-1161578	0.54 %
SCRIBE HEALTHCARE TECHNOLOGIES	20-3786793	0.60 %
SENIOR HOME CARE SOLUTIONS	20-3552720	0.24 %
SERLIO SOFTWARE DEVELOPMENT	73-1640392	0.73 %
SEVERNS ASSOCIATES P.C.	20-2596159	0.33 %
SHARP LITERACY INC	39-1963963	0.71 %
SHOWINGTIME.COM	36-4326179	2.26 %
SIMPLE RELEVANCE INC	27-5333452	0.07 %
SMART CHOICE MRI LLC	20-5054269	0.12 %
SPRING BANK INC.	26-3029523	2.31 %
STARTSPOT MEDIAWORKS INC.	36-4146253	2.60 %
STATEWAY SERVICES LLC	80-0739271	0.03 %
STEADYSERV TECHNOLOGIES. LLC	45-4610612	0.01 %
STRATEGIC HEALTHCARE ALLIANCE	27-3637037	0.01 %
SUGAR CREEK ENTERPRISES	27-1122565	0.05 %
SUSAN G KOMEN FOR THE CURE	75-2844639	0.10 %
TEKLYNX AMERICAS INC	27-3891202	1.46 %
THE ANSLEY CAPITAL GROUP	58-2450440	0.09 %
THE COMMUNITY HEALTH CLINIC INC	26-4463924	0.10 %
THE FIRST TEE OF GREATER CHICAGO	31-1746890	0.16 %
THE FLEXAN CORPORATION	36-2121434	5.79 %
THE IASIS GROUP	20-0246828	0.03 %
THE WALSH COMPANY INC	39-0937345	0.14 %
TIFFANY LAWN & GARDEN SUPPLY	35-1500561	0.40 %

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014

[illegible]

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
FIRST EQUITY MORTGAGE COMPANY	39-1976895	0.31 %
FORBIDDEN ROOT A BENEFIT LLC	46-2403919	0.00 %
FORESITE REALTY PARTNERS LLC	20-2628086	2.22 %
FORESITE REALTY MANAGEMENT	26-0615818	0.40 %
GARAGE DOORS OF INDIANAPOLIS	35-1454066	0.70 %
GENERAL CAPITAL MANAGEMENT	39-1916672	2.82 %
HALE AND WAGNER S.C.	39-1728411	1.72 %
HANITATEK LLC	65-1212950	0.23 %
HEALTH CARE CREDIT UNION	39-0992061	0.04 %
HEMOCARE NETWORK SERVICES	27-3203144	0.51 %
HORIZON HOSPICE CARE INC	90-0109604	0.69 %
HUMAN CAPITAL CONCEPTS LLC	26-0177492	0.21 %
HUMBER MUNDIE AND MCCLARY LLP	39-0834390	0.52 %
ILLINOIS BIOTECHNOLOGY INDUSTRY ORGANIZATION	36-4225980	1.01 %
ILLINOIS JUNIOR GOLF ASSOC.	36-3723603	0.56 %
ILLINOIS PGA	36-2737444	0.47 %
ILLINOIS SCIENCE AND TECHNOLOGY COALITION	35-2334171	0.70 %
ILLINOIS SCIENCE ENERGY INNOVATION FOUNDATION	45-5087827	0.60 %
IN SECONDARY MARKET	31-0995844	1.39 %
INTEGRATED HEALTH NETWORK OF WISCONSIN LLC.	20-3723856	2.43 %
IRON BLOCK HOLDINGS LLC	39-1965399	0.22 %
ITA - IL TECHNOLOGY ASSOC	36-3349701	0.14 %
JR WORTMAN CO. INC	35-1906097	0.31 %
KENSUM LLC	20-4562275	0.20 %
LAKE HILL HOUSE LLC	39-1972556	0.02 %
LANEX LLC	39-1949220	0.01 %
LAURUS STRATEGIES RESOURCES LLC	38-3886548	14.00 %
LEVERSON AND METZ S.C.	61-1514597	0.42 %
LIVEANOW LLC	46-0801400	0.09 %
MERIDIAN MUSIC	35-1752048	0.03 %
METACYTE BUSINESS LAB LLC	16-1657492	0.94 %
METROPOLITAN MEDICAL CENTER	20-2804280	0.51 %
MILHAUS DEVELOPMENT LLC	27-0915015	0.74 %
MILWAUKEE CHARTER SCHOOL ADVOCATES INC	27-3380786	0.18 %
MILWAUKEE INSTITUTE INC.	26-0724304	0.06 %
NARRATIVE SCIENCE INC	27-1873364	2.96 %
NAVIDAR GROUP LLC	80-0203637	0.61 %
NEXUS TECHNICAL SERVICES CORP	75-2286049	3.34 %
NUCLEUS	26-3416972	0.67 %
O DESS AND ASSOCIATES S.C.	26-0455795	1.60 %

333

Form 5500 annual return/Report of Employee Benefit Plan
Schedule H Line 4i – Schedule of Assets (Held at End of Year)

See Supplemental Schedule attached with IQPA Opinion and Financial Statements.