

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>MEMBERS 401(K) ADVANTAGE</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/2013</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MEMBERS BENEFIT CORP.</u> <u>300 AVENUE OF THE CHAMPIONS,</u> <u>SUITE 230</u> <u>PALM BEACH GARDENS, FL 33418</u>	2b Employer Identification Number (EIN) <u>46-1357384</u> 2c Plan Sponsor's telephone number <u>561-775-0887</u> 2d Business code (see instructions) <u>813000</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2015</u>	<u>ARY ROSENBAUM</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2015</u>	<u>ARY ROSENBAUM</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name FLORIDA RETAIL BENEFITS CORPORATION	4b EIN 46-1357384 4c PN 001
5 Total number of participants at the beginning of the plan year	5 1755
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) 1399
a(2) Total number of active participants at the end of the plan year	6a(2) 1880
b Retired or separated participants receiving benefits	6b 1
c Other retired or separated participants entitled to future benefits.....	6c 246
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 2127
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 2127
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1220
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 244
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 <hr/> Department of Labor Employee Benefits Security Administration <hr/> 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

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

A Name of plan MEMBERS 401(K) ADVANTAGE	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MEMBERS BENEFIT CORP.	D Employer Identification Number (EIN) 46-1357384	

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

THE GUARDIAN INSURANCE & ANNUITY COMPANY

(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
13-2656036	78778	VARIOUS		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
94807	0

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

SELLERS, RONALD F
300 AVENUE OF CHAMPIONS
SUITE 230
PALM BEACH GARDENS, FL 33418

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
66846			3

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

JONATHAN GRABE
PO BOX 2005
CONCORD, NH 03302

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13662			3

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

Schedule A (Form 5500) 2014
v. 140124

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

AMIR SHAH

121 EAST COMMERCIAL BLVD
FT LAUDERDALE, FL 33334

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6676			3

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

LERNER, STEVEN

2SOUTH BISCAYNE BLVD
SUITE 1740
MIAMI, FL 33131

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3672			3

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

WELLS FARGO ADVISORS

401 S TRYON ST
D1050-184 11TH FLOOR
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2671			3

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

PARK AVENUE SECURITIES

7 HANOVER SQUARE H4A
NEW YORK, NY 10004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
918			3

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

MARK HOREVITZ

1451 W CYPRESS CREEK RD
SUITE 204
FT LAUDERDALE, FL 33309

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
362			3

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	220727
5 Current value of plan's interest under this contract in separate accounts at year end	5	15262787

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	229278
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c Additions: (1) Contributions deposited during the year.....	7c(1)	37731	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	7587	
(4) Transferred from separate account.....	7c(4)	204684	
(5) Other (specify below)	7c(5)	119	
▶ LOAN PRINCIPAL & INTEREST			

(6) Total additions.....	7c(6)	250121
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d Total of balance and additions (add lines 7b and 7c(6))	7d	479399
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	248558	
(2) Administration charge made by carrier	7e(2)	10114	
(3) Transferred to separate account.....	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions.....	7e(5)	258672
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	220727
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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 MEMBERS 401(K) ADVANTAGE	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MEMBERS BENEFIT CORP.	D Employer Identification Number (EIN) 46-1357384	

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
THE GUARDIAN INSURANCE & ANNUITY CO
13-2656306

(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)

DISTRIBUTION PARTNERS INC

42-1606202

(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?
49	MARKETING SVCS	0	Yes ☒ No ☐	Yes ☐ No ☒	179549	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 37 38	SERVICE PROVIDER	44135	Yes ☒ No ☐	Yes ☐ No ☒	23391	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	ADVISORY SVCS	57596	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)

THE GUARDIAN INSURANCE & ANNUITY CO

13-2656306

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38	RECORDKEEPING	3249	Yes ☒ No ☐	Yes ☒ No ☐	5244	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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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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 MEMBERS 401(K) ADVANTAGE	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MEMBERS BENEFIT CORP.	D Employer Identification Number (EIN) 46-1357384	

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: THE GUARDIAN ADVANTAGE SEP ACCT L

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2656036-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: THE GUARDIAN CHOICE SEP ACCT T

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2656036-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>MEMBERS 401(K) ADVANTAGE</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEMBERS BENEFIT CORP.</u>		D Employer Identification Number (EIN) <u>46-1357384</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		21244004
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	24248	288787
	(2) Participant contributions.....	1b(2)	76687	104518
	(3) Other.....	1b(3)	5719	18000
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)	479488	820920
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	24361504	
	(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)		15262787
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	229278	220727
	(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	25176924	37959743

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	48087	85629
k Total liabilities (add all amounts in lines 1g through 1j)	1k	48087	85629

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25128837	37874114
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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)	1621905	
(B) Participants	2a(1)(B)	3892717	
(C) Others (including rollovers)	2a(1)(C)	281048	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5795670

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)	28480	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		28480

(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)		1467079
(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		33915
d Total income. Add all income amounts in column (b) and enter total.....	2d		7325144

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	3066963	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	38631	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3105594
f Corrective distributions (see instructions).....	2f		86251
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	750	
(2) Contract administrator fees.....	2i(2)	72965	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	52870	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		126585
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3318430

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4006714
l Transfers of assets:			
(1) To this plan.....	2l(1)		10669991
(2) From this plan.....	2l(2)		1931428

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	☒	☐	270530
4b	☐	☒	

	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.			
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)
AGENCY 401(K) SOLUTIONS	47-1486795	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.
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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>MEMBERS 401(K) ADVANTAGE</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MEMBERS BENEFIT CORP.</u>	D Employer Identification Number (EIN) <u>46-1357384</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-2656036</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____

**MEMBERS 401(k) ADVANTAGE
(FORMERLY, FRF 401(k) ADVANTAGE PLAN)**

**REPORT ON AUDITS OF
FINANCIAL STATEMENTS**

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

MEMBERS 401(k) ADVANTAGE

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Report of Independent Auditors

To the Participants and Beneficiaries
Members 401(k) Advantage
Palm Beach Gardens, Florida

We were engaged to audit the accompanying financial statements of Members 401(k) Advantage, formerly, FRF 401(k) Advantage Plan (the Plan) which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013 and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to 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 3, which was certified by Mass Mutual Financial Group, 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 certifications from the Plan Custodian as of and for the years ended December 31, 2014 and 2013, 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.



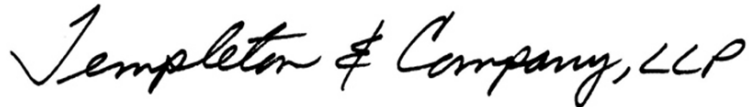
Other Matters

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.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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
October 13, 2015

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

ASSETS

	<u>2014</u>	<u>2013</u>
Investments, at fair value:		
Pooled separate accounts	\$ 15,262,787	\$ 24,361,504
Guaranteed account	220,727	229,279
Non-interest bearing cash	21,244,004	-
Participant notes receivable	<u>820,920</u>	<u>479,488</u>
	37,548,438	25,070,271
Receivables:		
Participant contributions	104,518	76,687
Employer contributions	288,787	24,248
Other	<u>18,001</u>	<u>5,718</u>
Total assets	<u>37,959,744</u>	<u>25,176,924</u>

LIABILITIES AND NET ASSETS AVAILABLE FOR PLAN BENEFITS

Liabilities:		
Refunds payable for excess contributions	<u>85,629</u>	<u>48,087</u>
Net assets available for plan benefits	<u><u>\$ 37,874,115</u></u>	<u><u>\$ 25,128,837</u></u>

See accompanying notes to financial statements.

MEMBERS 401(k) ADVANTAGE
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 1,467,079	\$ 1,502,436
Interest and dividends	<u>62,395</u>	<u>7,615</u>
	1,529,474	1,510,051
Contributions and rollovers:		
Participants	3,892,717	1,978,046
Employer	1,621,905	572,360
Rollovers from other plans	<u>281,048</u>	<u>219,887</u>
Total additions	<u>7,325,144</u>	<u>4,280,344</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,191,843	674,700
Administrative expenses	<u>126,586</u>	<u>33,589</u>
Total deductions	<u>3,318,429</u>	<u>708,289</u>
Net increase in net assets before plan transfers	4,006,715	3,572,055
Plan transfers:		
Transfers in from other plans	<u>10,669,991</u>	<u>21,556,782</u>
Net increase in net assets	12,745,278	25,128,837
Net assets available for plan benefits:		
Beginning of year	<u>25,128,837</u>	<u>-</u>
End of year	<u>\$ 37,874,115</u>	<u>\$ 25,128,837</u>

See accompanying notes to financial statements.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of Plan

The following description of the Members 401(k) Advantage (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 January 1, 2013 as a defined contribution plan covering eligible employees of Florida Retail Benefits Corporation (the Company) and other participating employers. With the consent of the Company, a participating employer may adopt the Plan and become part of the Plan by executing an adoption agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 1, 2014, the Company changed the name of the Plan from FRF 401(k) Advantage Plan to Members 401(k) Advantage Plan.

Contributions

Each year, participants may contribute any amount of pre-tax and after tax annual compensation, as defined by the Plan, up to the maximum allowable under the Internal Revenue Code (IRC). Participants may also roll over amounts representing distributions from other qualified defined benefit or contribution plans. For the years ended December 31, 2014 and 2013, 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.

Participating employers may choose to match all or a portion of participants' contributions, depending upon options selected in each participating employer's adoption agreement. All participating employer contributions are invested as directed by each participant within allowable investment options. Participating employers' discretionary contributions amounted to \$1,621,905 and \$572,360 for the years ended December 31, 2014 and 2013.

Participant accounts

Each participant account is credited with the participant's contribution and allocation of: (a) the participating employer'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 in the following table:

MEMBERS 401(k) ADVANTAGE

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.

Forfeitures

Forfeitures are used to reduce the participating employer's elective contribution and/or used to pay Plan administration expenses. Forfeitures are allocated to participants' accounts in the same manner as participating employer matching contributions. At December 31, 2014 and 2013, unallocated forfeitures included in net assets available for plan benefits amounted to \$35,797 and \$32,595, respectively.

Payment of benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum distribution, or in monthly installments. For termination of service due to other reasons, a participant may choose to leave the vested interest in the Plan if such amounts exceed \$5,000 or elect a lump sum distribution. Participants with vested amounts less than \$1,000 must elect a lump-sum distribution, and participants with a vested amount between \$1,000 and \$5,000 are placed in an IRA provided by the Plan Administrator or may elect a lump-sum distribution. Funds may also be accessed prior to the date they become distributable by way of a financial hardship withdrawal. Hardship withdrawals are allowable in accordance with Internal Revenue Service (IRS) guidelines.

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 3.25%-5.25% 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.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Description of Plan, Continued

Participant investment options

Participants must direct their salary deferred contributions from several investment options offered through the Plan Custodian, Mass Mutual Financial Group (Mass Mutual), as made available and determined by the Plan Administrator. Those investment options consist of interests in pooled separate and guaranteed accounts. Interests in pooled separate accounts and guaranteed account are units of participation that the Plan has in the underlying assets of the funds.

Plan administration

The Plan is administered by the Company pursuant to the terms and conditions of the Plan and trust. Under the terms of the Plan, a group of designated employees of the Company act as trustees.

The Company has contracted with Mass Mutual under a group variable annuity contract to act as the Plan's Custodian. Mass Mutual will invest each participant's account balance in pooled separate accounts and guaranteed account, as instructed by each participant. The Company has 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 pooled separate accounts and guaranteed account 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.

The portion of interest included in each loan payment made by a participant is recognized as interest income in the participant's individual account.

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 statements 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.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

Administrative expenses

Administrative expenses for the years ended December 31, 2014 and 2013 were \$126,586 and \$33,589, respectively. Other administrative expenses such as accounting and legal fees are paid by the participating employers, rather than the participants.

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 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 statements 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

The Plan accounts for uncertainty in income taxes in accordance with the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) FASB ASC Topic 740, *Income Taxes*. The guidance requires entities to assess their uncertain tax positions for the likelihood they would be overturned upon examination by the IRS. In accordance with this guidance, the Plan has determined it does not have any positions at December 31, 2014 and 2013, that it would be unable to substantiate.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

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.

Note 3 – Information Prepared and Certified by the Plan 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 and 2013 and for the years then ended. 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 and 2013:

	2014	2013
American Century Prime Money Market Fund*	\$ 1,072,106	\$ 1,744,857
Stadion Balance Fund*	352,091	1,677,741
Stadion Growth Fund	1,975,558	3,836,310
Stadion Moderate Growth Fund	2,410,905	4,269,457
T. Rowe Price Retirement 2020*	1,520	1,933,717
T. Rowe Price Retirement 2030*	41,375	1,732,127
Non-interest bearing cash	21,244,004	-
Other	<u>9,629,959</u>	<u>9,396,574</u>
Total investments	<u>\$ 36,727,518</u>	<u>\$ 24,590,783</u>

*2014 investment does not exceed 5% of the Plan's net assets available for Plan Benefits.

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	\$ 1,459,492
Guaranteed fund	<u>7,587</u>
Total appreciation	<u>\$ 1,467,079</u>

Note 4 – Fair Value Measurements

FASB ASC Topic 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.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

- | | |
|---------|---|
| 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.

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 and 2013.

MEMBERS 401(k) ADVANTAGE PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

The following tables summarize the Plan's investments based on valuation methodology applied by the Plan as of December 31, 2014 and 2013:

Description	2014			Fair Value Total
	Level 1	Level 2	Level 3	
Investments:				
Pooled separate accounts	\$ -	\$ 15,262,787	\$ -	\$ 15,262,787
Guaranteed account	-	-	220,727	220,727
Non-interest bearing cash	<u>21,244,004</u>	<u>-</u>	<u>-</u>	<u>21,244,004</u>
	<u>\$ 21,244,004</u>	<u>\$ 15,262,787</u>	<u>\$ 220,727</u>	<u>\$ 36,727,518</u>
Description	2013			Fair Value Total
	Level 1	Level 2	Level 3	
Investments:				
Pooled separate accounts	\$ -	\$ 24,361,504	\$ -	\$ 24,361,504
Guaranteed account	<u>-</u>	<u>-</u>	<u>229,279</u>	<u>229,279</u>
	<u>\$ -</u>	<u>\$ 24,361,504</u>	<u>\$ 229,279</u>	<u>\$ 24,590,783</u>

The following is a schedule of the Plan's Level 3 investment activity for the years ended December 31, 2014 and 2013 measured on a recurring basis using significant unobservable inputs:

	2014	2013
Balance, beginning of year	\$ 229,279	\$ -
Net appreciation	7,587	841
Purchases	37,731	228,602
Settlements	<u>(53,870)</u>	<u>(164)</u>
Balance, end of year	<u>\$ 220,727</u>	<u>\$ 229,279</u>

Note 5 – Guaranteed Account with Plan Custodian

The Plan has a fully benefit-responsive guaranteed investment contract with the Plan Custodian who maintains the contributions in a general account. The guaranteed investment contract consists primarily of bonds and mortgages. The account is 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 interest under the terms of the contract. Contributions received each quarter are credited with the new money interest rate, as described below, during the current quarter and the next three succeeding quarters.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 5 – Guaranteed Account with Plan Custodian, Continued

Interest rates are declared three weeks before each quarter for (a) contributions received during the current quarter (called the new money interest rate), and (b) contributions for which initial guarantees have expired (called the portfolio interest rate). Initial guarantees expire on contributions made four quarters ago and prior. The portfolio rates are based on the performance of the general account. The interest rate credited is a blended rate based on the total interest earned under the contracts. At December 31, 2014, the blended rate was 3.37%.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statements of net assets available for plan benefits at fair value with an adjustment to contract value in arriving at net assets available for plan benefits. At December 31, 2014 and 2013, contract value approximated fair value. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan document (including complete or partial termination or merger with another plan, (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes for any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring. The Plan's guaranteed account investment is considered a Level 3 investment as of December 31, 2014 and 2013.

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 the subsequent year.

Note 7 – 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 8 – Plan Transfers

In the normal course of business, the Company adds employers, and 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.

MEMBERS 401(k) ADVANTAGE

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 9 – 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 believes that the Plan is 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 10 – Subsequent Events

The Plan evaluated events occurring subsequent to December 31, 2014 through October 13, 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

MEMBERS 401(k) ADVANTAGE
PLAN SPONSOR'S EIN: 46-1357384
PLAN NUMBER: 001

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:			
Amer Cent Prime Money Market	107,966	n/a	\$ 1,072,106
American Century Mid Cap Value	4,585	n/a	85,964
BlackRock Global Allocation	4,824	n/a	74,479
ClearBridge Small Cap Growth	18,285	n/a	271,353
Ivy Mid Cap Growth Fund	19,902	n/a	322,011
DFA Emerging Markets Core Equity	2,824	n/a	28,096
DFA U.S. Targeted Value	3,232	n/a	57,210
Dodge & Cox Income	10	n/a	117
Dodge & Cox International	6,825	n/a	93,300
Dodge & Cox Stock	34,843	n/a	672,117
PIMCO Short-Term Fund	1,320	n/a	14,366
PIMCO Total Return Fund	11,726	n/a	158,532
Stadion Balanced Fund	29,341	n/a	352,091
Stadion Capital Preservation	3,950	n/a	43,136
Stadion Conservative Fund	19,074	n/a	221,066
Stadion Growth Fund	135,405	n/a	1,975,558
Stadion Moderate Growth Fund	177,012	n/a	2,410,905
T. Rowe Price Growth Stock	30,840	n/a	592,432
T. Rowe Price Retirement 2050	50	n/a	796
T. Rowe Price Retirement Income	205	n/a	2,898
T. Rowe Price Retirement 2010	23	n/a	339
T. Rowe Price Retirement 2020	98	n/a	1,520
T. Rowe Price Retirement 2030	2,578	n/a	41,375
Vanguard 500 Index Fund	41,649	n/a	604,329
Vanguard Mid Cap Index Fund	13,253	n/a	203,306
Vanguard Small Cap Index Fund	2,070	n/a	30,684
Vanguard Total International Stock Index Fund	2,548	n/a	29,018
Vanguard Total Bond Market Index Fund	10,683	n/a	109,714
Vanguard Target Retirement 2010 Fund	21,815	n/a	242,143
Vanguard Target Retirement 2015 Fund	25,938	n/a	292,578
Vanguard Target Retirement 2020 Fund	89,080	n/a	1,020,856
Vanguard Target Retirement 2025 Fund	133,628	n/a	1,542,069
Vanguard Target Retirement 2030 Fund	69,761	n/a	811,322
Vanguard Target Retirement 2035 Fund	54,860	n/a	642,963
Vanguard Target Retirement 2040 Fund	30,395	n/a	358,048
Vanguard Target Retirement 2045 Fund	38,087	n/a	448,670
Vanguard Target Retirement 2050 Fund	25,732	n/a	303,127
Vanguard Target Retirement 2060 Fund	11,222	n/a	132,193
Guaranteed Account:			
Fixed Rate Option	21,183	n/a	220,727
Cash:			
Non-interest bearing cash	21,244,004		21,244,004
			<u>\$ 36,727,518</u>
Participant Notes Receivable	n/a	3.25-5.25%	<u>\$ 820,920</u>

**** Cost is omitted for participant directed investments**

**MEMBERS 401(k) ADVANTAGE
PLAN SPONSOR'S EIN: 46-1357384
PLAN NUMBER: 001**

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

NONE

MEMBERS 401(k) ADVANTAGE
PLAN SPONSOR'S EIN: 46-1357384
PLAN NUMBER: 001

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:			
Amer Cent Prime Money Market	107,966	n/a	\$ 1,072,106
American Century Mid Cap Value	4,585	n/a	85,964
BlackRock Global Allocation	4,824	n/a	74,479
ClearBridge Small Cap Growth	18,285	n/a	271,353
Ivy Mid Cap Growth Fund	19,902	n/a	322,011
DFA Emerging Markets Core Equity	2,824	n/a	28,096
DFA U.S. Targeted Value	3,232	n/a	57,210
Dodge & Cox Income	10	n/a	117
Dodge & Cox International	6,825	n/a	93,300
Dodge & Cox Stock	34,843	n/a	672,117
PIMCO Short-Term Fund	1,320	n/a	14,366
PIMCO Total Return Fund	11,726	n/a	158,532
Stadion Balanced Fund	29,341	n/a	352,091
Stadion Capital Preservation	3,950	n/a	43,136
Stadion Conservative Fund	19,074	n/a	221,066
Stadion Growth Fund	135,405	n/a	1,975,558
Stadion Moderate Growth Fund	177,012	n/a	2,410,905
T. Rowe Price Growth Stock	30,840	n/a	592,432
T. Rowe Price Retirement 2050	50	n/a	796
T. Rowe Price Retirement Income	205	n/a	2,898
T. Rowe Price Retirement 2010	23	n/a	339
T. Rowe Price Retirement 2020	98	n/a	1,520
T. Rowe Price Retirement 2030	2,578	n/a	41,375
Vanguard 500 Index Fund	41,649	n/a	604,329
Vanguard Mid Cap Index Fund	13,253	n/a	203,306
Vanguard Small Cap Index Fund	2,070	n/a	30,684
Vanguard Total International Stock Index Fund	2,548	n/a	29,018
Vanguard Total Bond Market Index Fund	10,683	n/a	109,714
Vanguard Target Retirement 2010 Fund	21,815	n/a	242,143
Vanguard Target Retirement 2015 Fund	25,938	n/a	292,578
Vanguard Target Retirement 2020 Fund	89,080	n/a	1,020,856
Vanguard Target Retirement 2025 Fund	133,628	n/a	1,542,069
Vanguard Target Retirement 2030 Fund	69,761	n/a	811,322
Vanguard Target Retirement 2035 Fund	54,860	n/a	642,963
Vanguard Target Retirement 2040 Fund	30,395	n/a	358,048
Vanguard Target Retirement 2045 Fund	38,087	n/a	448,670
Vanguard Target Retirement 2050 Fund	25,732	n/a	303,127
Vanguard Target Retirement 2060 Fund	11,222	n/a	132,193
Guaranteed Account:			
Fixed Rate Option	21,183	n/a	220,727
Cash:			
Non-interest bearing cash	21,244,004		21,244,004
			<u>\$ 36,727,518</u>
Participant Notes Receivable	n/a	3.25-5.25%	<u>\$ 820,920</u>

**** Cost is omitted for participant directed investments**

%	COMPANY NAME	EIN
37.46%	FRF/ACCESS HEALTH CARE PHYSICIANS, LLC	451444883
0.70%	FRF/BEV SMITH KIA	203422193
0.25%	FRF/BEV SMITH KIA OF STUART	451477004
1.56%	FRF/NSS ACQUISITION CORP DBA BEV SMITH TOYOTA	650309521
5.93%	FRF/BIG TOP MANUFACTURING, INC.	300818911
4.39%	FRF/DISCOVER PALM BEACH COUNTY, INC.	592321112
11.32%	FRF/EVERGLADES FARM EQUIPMENT COMPANY, INC.	591000566
7.33%	FRF/FLORIDA ASSOCIATION OF INSURANCE AGENTS, INC.	590247064
2.39%	FRF/FAIA MEMBER SERVICES, INC.	592334480
5.13%	FRF/FOX, WACKEN, DUNGEY, BEARD, BUSH, GOLDMAN, KILBRIDE,	650742932
5.07%	FRF/FREEDOM SENIOR MANAGEMENT, LLC	800861620
12.29%	FRF/FRL AUTOMOTIVE, LLC	200989689
0.17%	FRF/LYTAL REITER SMITH IVEY & FRONRATH LLP	592580237
0.81%	FRF/RELIANT INVENTORY GROUP, LLC	264531619
3.07%	FRF/R.V. JOHNSON AGENCY, INC.	650362682
2.12%	FRF/SOUTHERN AUDIO VISUAL, INC.	650474211
100.00%		

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

Plan Name MEMBERS 401(K) ADVANTAGE

EIN: 46-1357384

Plan Sponsor's Name MEMBERS BENEFIT CORP.

PN: 001

	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	270,530		