

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; 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>COX ENTERPRISES, INC. SAVINGS & INVESTMENT 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>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1986</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>58-1035149</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>678-645-0000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>511110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>07/01/1986</u>		2b Employer Identification Number (EIN) <u>58-1035149</u>		2c Sponsor's telephone number <u>678-645-0000</u>		2d Business code (see instructions) <u>511110</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>										
1c Effective date of plan <u>07/01/1986</u>											
2b Employer Identification Number (EIN) <u>58-1035149</u>											
2c Sponsor's telephone number <u>678-645-0000</u>											
2d Business code (see instructions) <u>511110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COX ENTERPRISES, INC.</u> <u>6205 PEACHTREE DUNWOODY RD.,</u> <u>11TH FLOOR</u> <u>ATLANTA, GA 30328</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. Signature of plan administrator	11/03/2015 Date	BETSY VENCIUS Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	11/03/2015 Date	BETSY VENCIUS 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) <u>GRACE MELTON</u> <u>DELOITTE TAX LLP</u> <u>191 PEACHTREE ST STE 2000</u> <u>ATLANTA, GA 30303-1749</u>			Preparer's telephone number (optional) <u>404-220-1742</u>

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 53892
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 44182
b Retired or separated participants receiving benefits		6b 685
c Other retired or separated participants entitled to future benefits		6c 8502
d Subtotal. Add lines 6a , 6b , and 6c		6d 53369
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 47
f Total. Add lines 6d and 6e		6f 53416
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 38209
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan COX ENTERPRISES, INC. SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 COX ENTERPRISES, INC.	D Employer Identification Number (EIN) 58-1035149

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

VANGUARD GROUP INC.

23-1945930

(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 50 56 57	NONE	2112553	Yes ☒ No ☐	Yes ☒ No ☐	234	Yes ☐ No ☒

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

DODGE & COX

94-1441976

(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?
99	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DODGE & COX	99	0
(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.	
DODGE AND COX INCOME FUND 94-1441976	FEE FOR SHAREFOLDER SERVICING BASED UPON 8 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan COX ENTERPRISES, INC. SAVINGS & INVESTMENT PLAN		B Three-digit plan number (PN) 003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 COX ENTERPRISES, INC.		D Employer Identification Number (EIN) 58-1035149
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: VANGUARD TARGET RET 2010 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083954-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9972150
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2015 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083984-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35551241
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2020 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083982-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50185950
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2025 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083980-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56673822
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2030 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083978-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50557666
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2035 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083976-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58187449
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2040 TRUST II		
b Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY		
c EIN-PN 90-6083974-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46084981

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2045 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY

c EIN-PN 90-3083972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33443370
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2050 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY

c EIN-PN 90-6083970-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19459876
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2055 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY

c EIN-PN 27-6715091-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4453756
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2060 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY

c EIN-PN 45-3799419-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1058367
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET INCOME TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD NATIONAL TRUST COMPANY

c EIN-PN 90-6083967-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15514075
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>COX ENTERPRISES, INC. SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COX ENTERPRISES, INC.</u>	D Employer Identification Number (EIN) <u>58-1035149</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		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	1713355	2138350
	(2) Participant contributions	1b(2)	4297829	5470289
	(3) Other	1b(3)	8279210	0
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)	82591804	86671854
	(9) Value of interest in common/collective trusts	1c(9)	266763896	381142704
	(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)	2080079551	2499597097
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2443725645	2975020294

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2443725645	2975020294
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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)	54527095	
(B) Participants	2a(1)(B)	143778643	
(C) Others (including rollovers)	2a(1)(C)	15793302	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		214099040

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)	2817958	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2817958

(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)	84733234	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		84733234

(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)		56614706
(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)		375401326
c Other income.....	2c		-539060
d Total income. Add all income amounts in column (b) and enter total.....	2d		733127204

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	219660725	
(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)		219660725
f Corrective distributions (see instructions).....	2f		22350
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2112553	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2112553
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		221795628

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		511331576
l Transfers of assets:			
(1) To this plan.....	2l(1)		19963073
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

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		6372
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		30000000
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.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>COX ENTERPRISES, INC. SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COX ENTERPRISES, INC.</u>	D Employer Identification Number (EIN) <u>58-1035149</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>23-2186884</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): _____

Cox Enterprises, Inc. Savings and Investment Plan

ERISA Plan Number: 003
Plan Sponsor EIN: 58-1035149

Financial Statements as of and for the
Years Ended December 31, 2013 and 2012,
Supplemental Schedules as of and for the
Year Ended December 31, 2013, and
Independent Auditors' Report

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1–2
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5–11
SUPPLEMENTAL SCHEDULES:	12
Form 5500, Schedule H, Part IV, Question 4(i) — Schedule of Assets (Held at End of Year) as of December 31, 2013	13
Form 5500, Schedule H, Part IV, Question 4(a) — Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2013	14
NOTE: All other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Cox Enterprises, Inc.
Management Committee
and Participants of the
Cox Enterprises, Inc. Savings and Investment Plan
Atlanta, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Cox Enterprises, Inc. Savings and Investment Plan (the "Plan") as of December 31, 2013 and 2012, and for the years then ended, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' 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 7, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan (the "Trustee"), except for comparing such 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 certifications from the Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

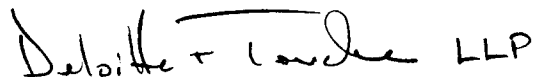
Because of the significance of the matter described in the basis for disclaimer of opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the table of contents 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 the Department of Labor's Rules and Regulations

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

A handwritten signature in black ink, appearing to read "Deloitte & Touche LLP", is written over a horizontal line.

October 3, 2014

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012 (In thousands)

	2013	2012
ASSETS:		
Investments — participant directed — at fair value	\$ 2,880,740	\$ 2,346,843
Participant contributions receivable	5,470	4,298
Employer contributions receivable	2,138	1,713
Notes receivable from participants	86,672	82,592
Plan merger receivable	<u>-</u>	<u>8,279</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,975,020</u>	<u>\$ 2,443,725</u>

See notes to financial statements.

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012 (In thousands)

	2013	2012
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	\$ 2,443,725	\$ 2,181,340
ADDITIONS (DEDUCTIONS):		
Participant contributions	159,572	152,853
Employer contributions	54,527	54,846
Interest and dividends	84,733	58,992
Interest income on notes receivable from participants	2,818	2,837
Net appreciation in fair value of investments (Note 4)	432,017	199,957
Distributions to participants	(219,683)	(214,759)
Administrative expenses	(2,113)	(1,622)
Asset transfers in (Note 1)	19,963	9,281
Other changes	(539)	-
NET ASSETS AVAILABLE FOR BENEFITS — End of year	<u>\$ 2,975,020</u>	<u>\$ 2,443,725</u>

See notes to financial statements.

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

1. PLAN DESCRIPTION

The following description of the Cox Enterprises, Inc. Savings and Investment Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan was adopted by Cox Enterprises, Inc. (the “Company”), effective July 1, 1986, to provide tax-deferred savings and matching employer contributions to eligible employees of the Company and its subsidiaries.

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). An unrestricted employee eligible to participate in the Plan can elect at any time to either (a) enroll in the Plan, (b) change his/her contribution percentage, or (c) stop contributions to the Plan. All full-time or part-time employees scheduled to work at least 20 hours per week are eligible to participate in the Plan on the first day of the month after 90 days of employment.

Asset Transfers In — Effective January 1, 2012, employees of CDMdata, Inc. transferred from Kelley Blue Book, Inc. to HomeNet, Inc. and became eligible to participate in the Plan. On April 3, 2012, total assets of \$1.0 million were transferred from the Kelley Blue Book Retirement Savings Plan and such assets are included in “Asset transfers in” in the accompanying December 31, 2012 statement of changes in net assets available for benefits. Effective January 1, 2013, the Kelley Blue Book Retirement Savings Plan merged with the Plan. On January 8, 2013, total assets of \$19.9 million were transferred from the Kelley Blue Book Retirement Savings Plan and such assets are included in “Asset transfers in” in the accompanying December 31, 2013 statement of changes in net assets available for benefits.

Effective December 31, 2012, the Dealer Services Corporation 401(k) Plan merged with the Plan. On January 2, 2013, total assets of \$8.3 million were transferred from the Dealer Services Corporation 401(k) Plan, and such assets are included in “Asset transfers in” in the accompanying December 31, 2012 statement of changes in net assets available for benefits.

Administration — The Plan is administered by the Company’s management committee, which is responsible for the overall Plan policy, and by the Company’s administrative committee (the Administrative Committee), which is responsible for the daily operations of the Plan. The Administrative Committee is authorized to employ agents, as may be required, to carry out the overall operation and design of the Plan. Generally, all administrative expenses are charged to and paid directly by the Plan participants.

Contributions and Vesting — In 2012, all eligible participants were allowed to elect to contribute to the Plan, through a payroll deduction program, an amount ranging from 1% to 75% (6% for highly compensated employees) of eligible pay, up to a maximum of \$17,000. Effective January 1, 2013, all eligible participants may elect to contribute to the Plan an amount ranging from 1% to 75% (6% for highly compensated employees) of eligible pay, up to a maximum of \$17,500. For every dollar a participant contributes, up to 6% of the participant’s eligible pay, the Company will contribute an additional \$0.50 match. The maximum match allowed is 50% of the annual 402(g) limit. Participants are immediately vested in both their participant and employer contribution accounts, plus earnings thereon.

The Plan allows participants who have attained age 50 before the close of a Plan year to elect to make catch-up contributions, as determined annually by the Internal Revenue Service (IRS). The maximum catch-up contribution was \$5,500 in 2013 and 2012. The Company does not contribute matching contribution amounts based on participant catch-up contributions.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings and losses. Participant accounts are also charged with withdrawals, investment expenses, and an allocation of Plan administrative expenses. The Plan administrative expenses are allocated based on the number of participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Distributions — Participants may withdraw amounts, as specified in the Plan document, from their participant and employer contribution accounts if the withdrawals are necessary due to financial hardship. Vanguard Fiduciary Trust Company, the trustee of the Plan (the "Trustee"), has been authorized by the Administrative Committee to review and process financial hardship withdrawals. A participant's contributions and employer-matching contributions may be withdrawn upon retirement, termination of employment, certification of disability, death, or attainment of age 59 1/2. Distribution options include a lump-sum payment, installment payments, or a rollover into an individual retirement account or another qualified plan.

Investment Options — A participant may direct the investment of his or her account balance, including the employer matching contribution, in a variety of funds, including (i) the following Vanguard-managed funds: Prime Money Market Fund Institutional, Short-Term Investment-Grade Fund Admiral, Morgan Growth Fund Admiral, Wellington Fund Admiral, Intermediate-Term Investment-Grade Fund Admiral, Value Index Fund Institutional, International Growth Fund Admiral, International Value Fund, Institutional Total Stock Market Index Fund Institutional Plus, and Vanguard Target Retirement (Income and 2005–2060) Funds and Trusts, as well as the (ii) Dodge & Cox Income Fund, AMG TimesSquare Small Cap Growth Fund Institutional, and Loomis Sayles Global Bond Fund (which are not managed by Vanguard).

Notes Receivable from Participants — Plan participants are eligible to apply for loans from their employee contribution accounts. The loan amount may not exceed the lesser of (a) the amount in the employee contribution account of the participant, (b) \$50,000, or (c) one-half the value of the account balance. Interest is typically charged at the prime interest rate as of the loan origination date. The interest rate for loans originated in 2013 was 3.25%, and the interest rates for loans originated in 2012 range from 3.25% to 4.45%. The interest rates for loans outstanding as of December 31, 2013 and 2012, range from 3.25% to 11.5%. Loans are collateralized by the account balance of the participant and are generally payable over periods no longer than five years, except for purchase of primary residence loans, which may not exceed 30 years. Principal and interest are repaid ratably through payroll deductions.

2. ACCOUNTING POLICIES

Basis of Accounting — The accounts of the Plan are maintained on the accrual basis of accounting. The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution, which generally occurs one to two days after participant initiation. There were no participants who had previously elected to withdraw from the Plan but had not yet been paid as of December 31, 2013 and 2012.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the Internal Revenue Code (IRC) limits.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect amounts reported in the financial statements.

3. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification (ASC) No. 820, *Fair Value Measurements and Disclosures*, establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires additional disclosures about fair value measurements. In accordance with ASC 820, the investments can be classified into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market, but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company notes that all investments are classified within the fair value hierarchy as Level 1.

A summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2013 and 2012, is as follows (in thousands):

	2013	2012
Registered investment companies:		
Common and preferred stock funds:		
U.S. corporate stock:		
Large/mid cap	\$1,144,211	\$ 869,921
Small cap	166,260	100,687
International corporate stock	229,530	184,269
Balanced funds	442,177	378,435
Fixed-income funds	288,060	316,693
Money market funds	229,359	230,073
	<u>2,499,597</u>	<u>2,080,078</u>
Total registered investment companies	2,499,597	2,080,078
Retirement trusts	<u>381,143</u>	<u>266,765</u>
Investments — participant directed	<u>\$2,880,740</u>	<u>\$2,346,843</u>

Transfers between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Company evaluates the significance of transfers between levels based upon the nature of the financial instrument and the size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2013 and 2012, there were no transfers between levels.

4. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2013 or 2012, are as follows (in thousands):

	2013		2012	
	Number of Shares	Fair Value	Number of Shares	Fair Value
AMG TimesSquare Small Cap Growth Fund Institutional	9,196	\$166,260	7,745	\$100,687
Vanguard Institutional Total Stock Market Index Fund Institutional Plus	8,117	343,528	-	-
Vanguard International Growth Fund Admiral	3,045	226,031	3,007	184,269
Vanguard Morgan Growth Fund Admiral	4,982	395,287	4,918	303,367
Vanguard Prime Money Market Fund Institutional	230,323	229,359	230,073	230,073
Vanguard Total Stock Market Index Fund Institutional	-	-	7,140	254,627
Vanguard Value Index Fund Institutional	13,613	405,396	13,603	311,927
Vanguard Wellington Fund Admiral	6,748	442,177	6,475	378,435

During 2013 and 2012, balances of the Plan's investment options (including gains and losses on investments bought, sold, transferred, and held during the year) appreciated and depreciated as follows (in thousands):

	2013	2012
Dodge & Cox Income Fund	\$ (1,840)	\$ 2,924
Loomis Sayles Global Bond Fund	(29)	-
AMG TimesSquare Small Cap Growth Fund Institutional	41,459	(6,657)
Vanguard Explorer Fund Investor	-	12,784
Vanguard Institutional Total Stock Market Index Fund Institutional Plus	40,254	-
Vanguard Intermediate-Term Investment-Grade Fund Investor	-	1,145
Vanguard Intermediate-Term Investment-Grade Fund Admiral	(7,440)	2,319
Vanguard International Growth Fund Admiral	39,131	3,069
Vanguard International Growth Fund Investor	-	24,585
Vanguard International Value Fund	218	-
Vanguard Morgan Growth Fund Admiral	86,011	(6,616)
Vanguard Morgan Growth Fund Investor	-	43,983
Vanguard Short-Term Investment-Grade Fund	-	984
Vanguard Short-Term Investment-Grade Fund Admiral	(1,357)	1,070
Vanguard Target Retirement 2005 Fund	-	99
Vanguard Target Retirement 2010 Fund	-	469
Vanguard Target Retirement 2015 Fund	-	1,886
Vanguard Target Retirement 2020 Fund	-	1,945
Vanguard Target Retirement 2025 Fund	-	2,727
Vanguard Target Retirement 2030 Fund	-	2,505
Vanguard Target Retirement 2035 Fund	-	3,047
Vanguard Target Retirement 2040 Fund	-	2,142
Vanguard Target Retirement 2045 Fund	-	1,529
Vanguard Target Retirement 2050 Fund	-	958
Vanguard Target Retirement 2055 Fund	-	98
Vanguard Target Retirement Income	-	449
Vanguard Total Stock Market Index Fund Institutional	40,060	2,778
Vanguard Total Stock Market Index Fund Investor	-	28,045
Vanguard Value Index Fund Institutional	93,047	3,687
Vanguard Value Index Fund Investor	-	30,237
Vanguard Wellington Fund Admiral	45,889	2,049
Vanguard Wellington Fund Investor	-	25,760
Vanguard Target Retirement 2010 Trust II	845	365
Vanguard Target Retirement 2015 Trust II	4,075	1,224
Vanguard Target Retirement 2020 Trust II	6,251	1,191
Vanguard Target Retirement 2025 Trust II	8,098	1,509
Vanguard Target Retirement 2030 Trust II	7,985	1,179
Vanguard Target Retirement 2035 Trust II	9,875	1,415
Vanguard Target Retirement 2040 Trust II	8,289	1,054
Vanguard Target Retirement 2045 Trust II	5,890	727
Vanguard Target Retirement 2050 Trust II	3,536	490
Vanguard Target Retirement 2055 Trust II	724	106
Vanguard Target Retirement 2060 Trust II	122	15
Vanguard Target Retirement Income Trust II	924	682
Net appreciation in fair value of investments	<u>\$432,017</u>	<u>\$ 199,957</u>

5. PLAN TERMINATION

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA.

If the Plan should be terminated, the Trustee would be instructed to continue to maintain separate Plan accounts for each participant to accumulate earnings and profits until distribution of benefits under the provisions of the Plan are allowable.

6. TAX STATUS

The IRS had determined and informed the Company by a letter dated November 31, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan administrator believes that the Plan is currently designed and 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.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of and for the years ended December 31, 2013 and 2012, included in the Plan's financial statements and supplemental schedules, which was prepared by or derived from the information prepared by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate (in thousands).

	2013	2012
Statements of net assets available for benefits:		
Investments — participant directed — at fair value	\$2,880,740	\$2,346,843
Notes receivable from participants	86,672	82,592
Statements of changes in net assets available for benefits:		
Interest and dividends	84,733	58,992
Interest income on notes receivable from participants	2,818	2,837
Net appreciation in fair value of investments	432,017	199,957

Notes 3 and 4 and the supplemental schedule of assets (held at end of year): All investment balances and investment information have been certified by the Trustee, excluding the classification of investments by level in Note 3.

8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by the Trustee. These transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management fees related to participant-held investment options were included as a reduction of the returns earned on each fund.

9. SUBSEQUENT EVENTS

For the year ended December 31, 2013, subsequent events were evaluated through October 3, 2014, the date the financial statements were available to be issued.

* * * * *

SUPPLEMENTAL SCHEDULES

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

ERISA Plan Number: 003

Plan Sponsor EIN: 58-1035149

FORM 5500, SCHEDULE H, PART IV, QUESTION 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
*	AMG	9,195,792.844 shares, AMG TimesSquare Small Cap Growth	**	\$ 166,259,935
*	Dodge & Cox	5,404,642.608 shares, Income Fund	**	73,124,814
*	Loomis Sayles	73,470.652 shares, Global Bond Fund	**	1,186,551
*	The Vanguard Group	10,734,936.73 shares, Intermediate-Term Investment Grade Fund Admiral Share	**	103,806,838
*	The Vanguard Group	3,045,414.327 shares, International Growth Fund Admiral Shares	**	226,030,652
*	The Vanguard Group	93,619.998 shares, International Value Fund	**	3,499,516
*	The Vanguard Group	8,117,395.806 shares, Total Stock Market Index Fund Institutional Plus	**	343,528,189
*	The Vanguard Group	4,982,186.606 shares, Morgan Growth Fund Admiral Shares	**	395,286,686
*	The Vanguard Group	230,323,030.19 shares, Prime Money Market Index Fund Institutional Fund	**	229,358,581
*	The Vanguard Group	10,274,968.135 shares, Short-Term Investment-Grade Fund Admiral Shares	**	109,942,160
*	The Vanguard Group	384,283.212 shares, Target Retirement 2010 Trust II	**	9,972,150
*	The Vanguard Group	1,379,024.078 shares, Target Retirement 2015 Trust II	**	35,551,241
*	The Vanguard Group	1,985,203.735 shares, Target Retirement 2020 Trust II	**	50,185,950
*	The Vanguard Group	2,287,079.178 shares, Target Retirement 2025 Trust II	**	56,673,822
*	The Vanguard Group	2,086,573.100 shares, Target Retirement 2030 Trust II	**	50,557,666
*	The Vanguard Group	2,401,463.008 shares, Target Retirement 2035 Trust II	**	58,187,449
*	The Vanguard Group	1,868,815.156 shares, Target Retirement 2040 Trust II	**	46,084,981
*	The Vanguard Group	1,356,729.011 shares, Target Retirement 2045 Trust II	**	33,443,370
*	The Vanguard Group	785,622.767 shares, Target Retirement 2050 Trust II	**	19,459,876
*	The Vanguard Group	134,149.28 shares, Target Retirement 2055 Trust II	**	4,453,756
*	The Vanguard Group	40,442.013 shares, Target Retirement 2060 Trust II	**	1,058,367
*	The Vanguard Group	550,925.962 shares, Target Retirement Income Trust II	**	15,514,075
*	The Vanguard Group	13,613,021.589 shares, Value Index Fund Institutional Shares	**	405,395,783
*	The Vanguard Group	6,747,709.341 shares, Wellington Fund Admiral Shares	**	442,177,393
		Total investments — at fair value		2,880,739,801
*	Various participants	Notes receivable from participants (interest rates ranging from 3.25% to 11.5%, maturities ranging from 1 to 360 months)		86,671,854
		Total notes receivable and investments — at fair value		<u>\$2,967,411,655</u>

* Party in interest to the Plan.

** Cost information is not required for participant-directed investments and, therefore, is not included.

See accompanying independent auditors' report.

COX ENTERPRISES, INC. SAVINGS AND INVESTMENT PLAN

ERISA Plan Number: 003

Plan Sponsor EIN: 58-1035149

FORM 5500, SCHEDULE H, PART IV, QUESTION 4(a) — SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013
(In thousands)

	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE** 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction in VFCP	
Participant contributions transferred late to the Plan — 12/31/13	\$ -	\$ -	\$ -	\$ -
Participant contributions transferred late to the Plan — 12/31/12	\$ -	\$ 6	\$ -	\$ -

*VFCP — Voluntary fiduciary correction program

**PTE — Prohibited transaction exemption

See accompanying independent auditors' report.

Plan Name	Cox Enterprises, Inc. Savings & Investment Plan
Plan Sponsor EIN	58-1035149
ERISA Plan #	003
Plan Year Ending	December 31, 2013

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	X

Plan Name	Cox Enterprises, Inc. Savings & Investment Plan
Plan Sponsor EIN	58-1035149
ERISA Plan #	003
Plan Year Ending	December 31, 2013

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
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5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	X

Plan Name	Cox Enterprises, Inc. Savings & Investment Plan
Plan Sponsor EIN	58-1035149
ERISA Plan #	003
Plan Year Ending	December 31, 2013

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	X