# 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**

## Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 04/01/2008

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

PRIDE CAPITAL PARTNERS, LLC

420 LEXINGTON AVENUE
SUITE 2220
NEW YORK, NY 10170

**2b** Employer Identification Number (EIN)
54-2131570

**2c** Sponsor's telephone number
330-854-6863

**2d** Business code (see instructions)
541519

**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. | 12/04/2015 | LAURA FORGEA |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

**3a** Plan administrator's name and address [X] 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** | 1158 |
| **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** | 1120 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 89 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1209 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 1209 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 157 |
| **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 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)** | [X] | 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)** | [X] | 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)** | [X] | **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)** | [X] | **H** (Financial Information) |
| **(2)** | [ ] | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | **A** (Insurance Information) |
| **(4)** | [X] | **C** (Service Provider Information) |
| **(5)** | [X] | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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
PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PRIDE CAPITAL PARTNERS, LLC

**D** Employer Identification Number (EIN)
54-2131570

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

FIDELITY DISTRIBUTORS CORP.
500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

NATIXIS DISTRIBUTORS, L.P.
399 BOYLSTON STREET
BOSTON, MA 02116

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

THORNBURG SECURITIES CORPORATION
2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

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

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

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

ADP

22-1467904

| (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? |
|---|---|---|---|---|---|---|
| 37 50 15 64 | RECORD KEEPER | 2675 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

STATE STREET CORPORATION

04-1867445

| (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? |
|---|---|---|---|---|---|---|
| 21 99 | DIRECTED TRUSTEE/CUSTODIA | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 500 | Yes [ ] No [X] |

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

ADP BROKER-DEALER

22-3319984

| (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? |
|---|---|---|---|---|---|---|
| 63 60 59 49 99 | RECORD KEEPER | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 0 | Yes [X] 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 |
|---|---|---|
| ADP BROKER-DEALER | 63 60 59 | 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. |
|---|---|
| ALLIANZ GLOBAL INVESTORS DISTRIBUTO<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ADP BROKER-DEALER | 60 59 63 | 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. |
|---|---|
| FIDELITY DISTRIBUTORS CORP.<br>500 SALEM STREET<br>MAIL ZONE O3N<br>SMITHFIELD, RI 02917 | ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ADP BROKER-DEALER | 63 60 59 | 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. |
|---|---|
| NATIXIS DISTRIBUTORS, L.P.<br>399 BOYLSTON STREET<br>BOSTON, MA 02116 | ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS<br>ANNUAL RATE 0.00300 OF AVERAGE DAILY ASSETS |

## 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 |
|---|---|---|
| ADP BROKER-DEALER | 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. |
|---|---|
| STATE STREET CORPORATION<br><br>04-1867445 | ANNUAL RATE 0.00090 OF AVERAGE DAILY ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ADP BROKER-DEALER | 63 60 59 | 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. |
|---|---|
| THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506 | ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS |

| **(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 |
|---|---|---|
| | | |

| (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 |
|---|---|---|
| | | |

| (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 |
|---|---|---|
| | | |

| (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 |
|---|---|---|
| | | |

| (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 |
|---|---|---|
| | | |

| (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
PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
PRIDE CAPITAL PARTNERS, LLC

**D** Employer Identification Number (EIN)
54-2131570

## 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: SSGA S & P 500 IDX VI

**b** Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

| **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) |
|---|---|---|
| 04-0025081-341 | C | 223372 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**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
PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PRIDE CAPITAL PARTNERS, LLC

**D** Employer Identification Number (EIN)
54-2131570

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(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) | 2470 | 24874 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 146371 | 223372 |
| **(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) | 3649270 | 4284812 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(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 | 3798111 | 4533058 |
| | **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 through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 3798111 | 4533058 |

## Part II Income and Expense Statement

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

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | | |
| | **(B)** Participants | 2a(1)(B) | 1074259 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 4873 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1079132 |
| **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) | 640 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 640 |
| | **(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) | 217019 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 217019 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 52078 |
| (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) | | 541604 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1890473 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1071696 | |
| (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) | | 1071696 |
| f Corrective distributions (see instructions) | 2f | | 81155 |
| 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) | | |
| (4) Other | 2i(4) | 2675 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 2675 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1155526 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 734947 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

**(1)** Name: KBL, LLP **(2)** EIN: 03-0525474

**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:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **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.) | 4a | | X | |
| **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.) | 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.) | 4c | | 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.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 380000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | 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? | 4g | | 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? | 4h | | 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.) | 4i | 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.) | 4j | | 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? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | 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. | 4n | | | |

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**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
PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PRIDE CAPITAL PARTNERS, LLC

**D** Employer Identification Number (EIN)
54-2131570

## 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** 0

**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): 57-1198022 _____

**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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

KBL LLP
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

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# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Pride Capital Partners, LLC 401(k) Plan

We were engaged to audit the accompanying financial statements of Pride Capital Partners, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

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

***Auditor's Responsibility***
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***
As permitted under 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 information summarized in Note C, which was certified by State Street Bank and Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 is complete and accurate.

KBL LLP
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## INDEPENDENT AUDITOR'S REPORT, CONTINUED

***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 Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of and for the year ended December 31, 2013 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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 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.

KBL, LLP

New York, New York
October 13, 2014

# PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN
# AUDITED FINANCIAL STATEMENTS
# AND
# SUPPLEMENTAL SCHEDULE
# FOR THE YEARS ENDED
# DECEMBER 31, 2013 AND 2012

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**Financial Statements and Supplemental Schedule**
**As of and For the Years Ended**
**December 31, 2013 and 2012**

## Contents


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KBL LLP
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# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Pride Capital Partners, LLC 401(k) Plan

We were engaged to audit the accompanying financial statements of Pride Capital Partners, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

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

***Auditor's Responsibility***
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***
As permitted under 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 information summarized in Note C, which was certified by State Street Bank and Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 is complete and accurate.

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## INDEPENDENT AUDITOR'S REPORT, CONTINUED

***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 Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of and for the year ended December 31, 2013 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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 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.

KBL, LLP

New York, New York
October 13, 2014

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

## Assets

| | 2013 | 2012 |
|---|---|---|
| **Investments, at fair value (Note D):** | | |
| Registered investment companies | $ 4,284,812 | $ 3,649,270 |
| Common collective trust index fund | 223,372 | 146,371 |
| **Total investments** | **4,508,184** | **3,795,641** |
| **Receivables** | | |
| Notes receivable from participants | 24,874 | 2,470 |
| Contributions receivable from participants | 4,071 | - |
| **Total receivables** | 28,945 | 2,470 |
| **Total assets available for benefits** | **$ 4,537,129** | **$ 3,798,111** |

## Liabilities

| | | |
|---|---|---|
| **Plan liabilities** | | |
| Excess contributions payable to participants | $ 234,143 | $ 81,155 |
| **Total liabilities** | **234,143** | **81,155** |
| **Total net assets available for benefits** | **$ 4,302,986** | **$ 3,716,956** |

*See independent auditor's report and the accompanying notes to financial statements.*

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions to net assets attributed to investment income:** | | |
| Dividends | $ 217,019 | $ 82,858 |
| Net appreciation in fair value of investments | 593,682 | 325,968 |
| **Total investment income** | **810,701** | **408,826** |
| Interest on notes receivable from participants | 640 | 95 |
| **Contributions:** | | |
| Participants | 1,078,330 | 1,306,950 |
| Excess contributions to be refunded to participants | (234,143) | (81,155) |
| Rollovers | 4,873 | 214,921 |
| **Total contributions** | **849,060** | **1,440,716** |
| **Total additions** | **1,660,401** | **1,849,637** |
| **Deductions from net assets attributed to:** | | |
| Benefit payments directly to participants | 1,071,696 | 658,519 |
| Plan administration fees | 2,675 | 1,700 |
| Miscellaneous | - | 5,234 |
| **Total deductions** | **1,074,371** | **665,453** |
| **Net increase in assets available for benefits** | **586,030** | **1,184,184** |
| Net assets available for benefits - beginning of year | 3,716,956 | 2,532,772 |
| **Net assets available for benefits - end of year** | **$ 4,302,986** | **$ 3,716,956** |

*See independent auditor's report and the accompanying notes to financial statements.*

## NOTE A – DESCRIPTION OF PLAN

The following description of the Pride Capital Partners, LLC 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

***General:*** The Plan is a defined contribution plan, covering all full time employees of Pride Capital Partners, LLC who are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

ADP, Inc. ("ADP") is the Plan's service provider and State Street Corporation ("State Street") is the Plan's Trustee/Custodian. The Plan requires a one year commitment prior to being eligible to join. In addition, in order to participate in any employer contributions or allocations, employees must have completed 1 year of service (at least 1,000 hours of service).

***Contributions:*** Each year, participants may contribute at least 1% and up to 90% of pretax annual compensation, as defined in the Plan, up to the maximum amount then permitted by tax laws. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offered 32 investment options including registered investment companies (mutual funds or money market funds) and a common collective trust available as of December 31, 2013 and 2012, respectively. The employer may make a matching contribution equal to a uniform percentage of the participants' elective deferrals. The employer will determine the amount of the discretionary matching percentage each year. The employer may also make discretionary non-elective contributions on behalf of eligible participants. Non-elective employer contributions are based on an amount designated by the employer allocated according to the ratio of each participant's salary to total salary of all participants eligible to receive the contribution.

If an eligible participant is 50 years of age or older, they may contribute additional amounts permitted by the tax laws.

During the years ended December 31, 2013 and 2012 there were $1,078,330 and $1,306,950 of participant contributions added to the Plan that included $4,071 and $0 of contributions receivable income, respectively. There were no employer or profit sharing contributions made during the 2013 or 2012 plan years.

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

## NOTE A – DESCRIPTION OF PLAN – CONTINUED

***Vesting:*** Participants are immediately vested in their contributions plus actual earnings thereon. If the employer chooses to make match contributions, participants will vest as follows:

| | |
|---|---|
| Less than 2 years of service | 0% |
| 2 years of service | 20% |
| 3 years of service | 40% |
| 4 years of service | 60% |
| 5 years of service | 80% |
| 6 years of service | 100% |

***Notes receivable from participants (Participant Loans):*** Participants may borrow from their fund accounts a minimum of $1,000 and up to $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through bi-monthly payroll deductions. Loans may be repaid up to 5 years for personal loans, and 10 years for first time acquired residence loans. Only one loan may be outstanding at a time. Unpaid notes receivable are reclassified as deemed distributions against the participant's account based on terms of the Plan document.

As of December 31, 2013 and 2012 there was $24,874 and $2,470 of participant loans outstanding, respectively. The interest rate on participant notes receivable outstanding as of December 31, 2013 and 2012 was 4.25%. Interest income earned from participant notes receivable was $640 and $95 as of December 31, 2013 and 2012, respectively.

***Payment of Benefits:*** On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to his or her account, or annual installments under the Retirement Equity Act Safe Harbor provisions. Normal retirement age under the Plan is 65; early retirement age is 55. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

***Contract Administrator:*** The Plan paid $2,675 and $1,700 in plan administration fees and other expenses for the years ended December 31, 2013 and 2012, respectively.

***Other Administrative Costs:*** Certain other administrative functions are performed by the Employer/Sponsor of the Plan at no cost to the Plan. In addition, the Employer/Sponsor also absorbs certain professional fees incurred coincident to the audit of the Plan's financial statements and legal matters.

## NOTE A – DESCRIPTION OF PLAN – CONTINUED

***Forfeited Accounts:*** At December 31, 2013 and 2012, there were no forfeited non-vested accounts. Forfeitures of matching contributions may be used to reduce employer contributions, if the employer chooses to make them.

***Investments:*** For the years ended December 31, 2013 and 2012, State Street certified that the investment information was complete and accurate. This certification permitted a limited scope audit to be performed for both years.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Presentation:*** The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

***Estimates:*** The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

***Investment Valuation and Income Recognition:*** The Plan's investments in registered investment companies (mutual funds) and in common stock are stated at fair value based on the quoted market price of the funds or common stock. The common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds, based on the fair value of the underlying investments. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on ex-dividend date. Interest income is recorded as earned.

***Payment of Benefits:*** Benefits are recorded when paid.

***Notes Receivable from Participants:*** Notes receivable from participants are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value.

***Risks and Uncertainties:*** The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near future and that those changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

***Recent Accounting Pronouncements***: Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

## NOTE C – INVESTMENTS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value: | | |
| Common collective trust index fund | $ 223,372 | $ 146,371 |
| Registered investment companies (mutual funds) | $ 4,284,812 | $ 3,649,270 |
| Total investment income | $ 810,701 | $ 408,826 |

The following table below represents investment balances that are 5% or more of total net plan assets available to the Plan as of December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|---|---|
| Common collective trust index fund | $ 223,372 | $ - |
| Registered investment companies (mutual funds) | | |
| Freedom 2040 | $ 540,977 | $ 465,682 |
| Freedom 2045 | 401,608 | 315,404 |
| Freedom 2030 | - | 223,472 |
| Fidelity Blue Chip Growth | 215,376 | - |
| Fidelity Intermediate Bond Fund | - | 201,983 |
| Fidelity Total Bond Fund | - | 190,401 |

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $593,682 and $325,968, respectively. The change in value was comprised of the following:

| | 2013 | 2012 |
|---|---|---|
| Common collective trust index fund | $ 52,078 | $ 11,724 |
| Registered investment companies (mutual funds) | 541,604 | 314,244 |
| **Total appreciation** | **$ 593,682** | **$ 325,968** |

*See independent auditor's report.*

## NOTE D — FAIR VALUE MEASUREMENTS

The Plan's investments are measured at fair value on a recurring basis. Accounting Standards Codification Topic 820, "Fair Value Measures and Disclosures," describes three levels of inputs that may be used to measure fair value:

- Level 1 – observable quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs other than quoted prices for identical assets or liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly
- Level 3 – inputs are unobservable and significant for which little or no market data exists, therefore requiring the Plan to develop its own assumptions. These are usually negotiated prices between two parties.

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.

The following tables set forth the Plan's investment assets at fair value on December 31, 2013 and 2012 by level within the fair value hierarchy:

**December 31, 2013:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust index fund | $ - | $ 223,372 | $ - | $ 223,372 |
| Registered investment companies (mutual funds) | 4,284,812 | - | - | 4,284,812 |
| Participant loans | - | - | 24,874 | 24,874 |
| **Total** | **$ 4,284,812** | **$ 223,372** | **$ 24,874** | **$ 4,533,058** |

**December 31, 2012:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust index fund | $ - | $ 146,371 | $ - | $ 146,371 |
| Registered investment companies (mutual funds) | 3,649,270 | - | - | 3,649,270 |
| Participant loans | - | - | 2,470 | 2,470 |
| **Total** | **$ 3,649,270** | **$ 146,371** | **$ 2,470** | **$ 3,798,111** |

There have been no transfers of investments between levels in 2013 and 2012.

*See independent auditor's report.*

## NOTE D — FAIR VALUE MEASUREMENTS – CONTINUED

The following table sets forth a summary of the changes in fair value of the Plan's Level 3 investment assets during the years ended December 31, 2013 and 2012:

| | December 31, 2013 | December 31, 2012 |
|---|---|---|
| Balance, beginning of year | $ 2,470 | $ - |
| Interest income | 640 | 95 |
| Deemed distributions | (2,220) | - |
| Participant loan withdrawals | 51,002 | 4,500 |
| Participant loan repayments | (27,018) | (2,125) |
| Balance, end of year | $ **24,874** | $ **2,470** |

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

The Plan's common collective trust index fund consists of the SSGA S&P 500 Index VI Fund, which is valued at fair value based on the net asset values of the fund. The SSGA S&P 500 Index VI Fund seeks to replicate as practicable the Standard & Poor's 500 Stock Index. It also seeks to achieve its objective by investing directly into a commingled fund with similar objectives and like investment strategies. The Portfolio is not managed according to traditional methods of "active" investment management, which involve the buying and selling of securities based upon economic, financial and market analysis and investment judgment. Instead, the Portfolio, using a "passive" or "indexing" investment approach, attempts to replicate, before expenses, the performance of the S&P 500. The Net Asset Value ("NAV") is a quoted price in a market that is not active and classified within Level 2 of the valuation hierarchy; therefore, the common collective trust index fund is classified as Level 2.

The Plan's investments in registered investment companies (mutual funds) are classified within Level 1 of the fair value hierarchy. The fair value of these investments is valued based on quoted market prices in active markets. In certain cases, the NAV is a quoted price in a market that is not active, or is based on quoted prices for similar assets and liabilities in active markets, and these investments are classified within Level 2 of the valuation hierarchy.

The Plan's management believes its valuation methods are appropriate and consistent with those of other market participants. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## NOTE E – PARTIES-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are managed by State Street the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA. Note receivables from participants are also considered party-in-interest transactions under the Plan.

## NOTE F – 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 would become 100% vested in their employer contributions.

## NOTE G – TAX STATUS

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

## NOTE H – CORRECTIVE DISTRIBUTIONS

The Plan is subject to certain compliance requirements of non-discrimination rules under ERISA and IRS guidelines. For the plan years ended December 31, 2013 and 2012, the Plan failed certain of these non-discrimination tests due to excess contributions by highly compensated eligible Plan participants. The Plan corrected the issue by refunding the excess contributions to affected participants during the 2014 and 2013 plan years as distributions. The excess contributions payable is reflected as a liability on the Statements of Net Assets Available for Benefits in the amount of $234,143 and $81,155 at December 31, 2013 and 2012, respectively.

## NOTE I - FORM 5500 RECONCILIATION

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013:

| | | |
|---|---|---|
| Net assets available for benefits per financial statements | $ | 4,302,986 |
| Add: Excess contributions to be refunded | | 234,143 |
| Less: Contributions receivable - participants | | (4,071) |
| Net assets available for benefits per Form 5500 | **$** | **4,533,058** |

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2013:

| | | |
|---|---|---|
| Net increase in net assets available for benefits per financial statements | $ | 586,030 |
| Add: Excess contributions to be refunded | | 234,143 |
| Less: Contributions receivable - participants | | (4,071) |
| Less: Excess contributions refunded | | (81,155) |
| Net increase in net assets available for benefits per Form 5500 | **$** | **734,947** |

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012:

| | | |
|---|---|---|
| Net assets available for benefits per financial statements | $ | $3,716,956 |
| Add: Excess contributions to be refunded | | 81,155 |
| Net assets available for benefits per Form 5500 | **$** | **$3,798,111** |

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

| | | |
|---|---|---|
| Net increase in net assets available for benefits per financial statements | $ | 1,184,184 |
| Add: Excess contributions to be refunded | | 81,155 |
| Add: Contribution receivable - participants | | 8,259 |
| Less: Excess contributions refunded | | (33,434) |
| Net increase in net assets available for benefits per Form 5500 | **$** | **1,240,164** |

*See independent auditor's report.*

## NOTE J – COMPARATIVE DATA

The amounts shown for the year ended December 31, 2012 in the accompanying Statements of Changes in Net Assets Available for Benefits are included to provide a basis for comparison with the 2013 plan year. The comparative format is not a requirement under auditing standards generally accepted in the United States of America.

## NOTE K – SUBSEQUENT EVENTS

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through October 13, 2014, the date which these financial statements were available to be issued. Management concluded that no material subsequent event has occurred since December 31, 2013 that requires recognition or disclosure in the financial statements.

**Pride Capital Partners, LLC 401(k) Plan**
**Plan No. 001**
**Plan Sponsor's EIN: 54-2131570**
**Information Prepared and Certified by Plan Trustee**
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| a: | b: Identity of issue, borrower, lessor or similar party | c: Description of investment, including maturity date, rate of interest, collateral, par or maturity value | d: Cost | e: Current value |
|---|---|---|---|---|
| | Fidelity Retirement Money Market | Registered Inv Co/Mutual Fund Money Market, various rates | ** | $ 170,884 |
| | | | | **$ 170,884** |
| | Fidelity Blue Chip Growth | Registered Inv Co/Mutual Fund | ** | $ 215,376 |
| | Thornburg Int'l Value - R4 | Registered Inv Co/Mutual Fund | ** | 171,520 |
| | Fidelity Stk Sel Large Cap Value | Registered Inv Co/Mutual Fund | ** | 33,164 |
| | Fidelity Fund | Registered Inv Co/Mutual Fund | ** | 40,277 |
| | Fidelity OTC Portfolio | Registered Inv Co/Mutual Fund | ** | 164,148 |
| | Fidelity Value Strategies Fund | Registered Inv Co/Mutual Fund | ** | 122,694 |
| | Fidelity Advisor Real Estate A | Registered Inv Co/Mutual Fund | ** | 106,015 |
| | Fidelity Total Bond Fund | Registered Inv Co/Mutual Fund | ** | 175,996 |
| | PIM Small Cap StksPlus Tr A | Registered Inv Co/Mutual Fund | ** | 187,949 |
| | Loomis Sayles McG A | Registered Inv Co/Mutual Fund | ** | 146,754 |
| | Fidelity Large Cap Stock | Registered Inv Co/Mutual Fund | ** | 118,224 |
| | Fidelity Short Term Bond | Registered Inv Co/Mutual Fund | ** | 8,291 |
| | Fidelity Fifty | Registered Inv Co/Mutual Fund | ** | 14,524 |
| | Fidelity Value Discovery | Registered Inv Co/Mutual Fund | ** | 63,932 |
| | Fidelity Intermediate Bond | Registered Inv Co/Mutual Fund | ** | 163,615 |
| | Fidelity Equity Income | Registered Inv Co/Mutual Fund | ** | 42,451 |
| | Fidelity Puritan | Registered Inv Co/Mutual Fund | ** | 84,739 |
| | Fidelity Dividend Growth | Registered Inv Co/Mutual Fund | ** | 113,366 |
| | Fidelity Value Fund | Registered Inv Co/Mutual Fund | ** | 110,160 |
| | Fidelity Freedom 2010 | Registered Inv Co/Mutual Fund | ** | 27,304 |
| | Fidelity Freedom 2015 | Registered Inv Co/Mutual Fund | ** | 62,155 |
| | Fidelity Freedom 2020 | Registered Inv Co/Mutual Fund | ** | 169,335 |
| | Fidelity Freedom 2025 | Registered Inv Co/Mutual Fund | ** | 153,925 |
| | Fidelity Freedom 2035 | Registered Inv Co/Mutual Fund | ** | 199,125 |
| | Fidelity Freedom 2030 | Registered Inv Co/Mutual Fund | ** | 109,853 |
| | Fidelity Freedom 2040 | Registered Inv Co/Mutual Fund | ** | 540,977 |
| | Fidelity Freedom 2045 | Registered Inv Co/Mutual Fund | ** | 401,608 |
| | Fidelity Freedom 2050 | Registered Inv Co/Mutual Fund | ** | 68,549 |
| | Fidelity Cap Apprec | Registered Inv Co/Mutual Fund | ** | 147,793 |
| | Fidelity Freedom Income | Registered Inv Co/Mutual Fund | ** | 150,109 |
| | | | | **$ 4,113,928** |
| * | State Street GA S&P 500 IDX VI | Common Collective Trust Index Fund | ** | $ 223,372 |
| | | | | **$ 223,372** |
| * | Notes Receivables from participants | Interest rates 4.25%; Maturities through Sept. 2018 | -0- | $ 24,874 |
| | **Total per Form 5500** | | | **$ 4,533,058** |

*See independent auditor's report and the accompanying notes to financial statements.*

Schedule C, Line 2(h) Formula Description

*For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":*

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

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# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Pride Capital Partners, LLC 401(k) Plan

We were engaged to audit the accompanying financial statements of Pride Capital Partners, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

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

***Auditor's Responsibility***
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***
As permitted under 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 information summarized in Note C, which was certified by State Street Bank and Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 is complete and accurate.

KBL LLP
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

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## INDEPENDENT AUDITOR'S REPORT, CONTINUED

***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 Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of and for the year ended December 31, 2013 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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 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.

KBL, LLP

New York, New York
October 13, 2014

# PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN
# AUDITED FINANCIAL STATEMENTS
# AND
# SUPPLEMENTAL SCHEDULE
# FOR THE YEARS ENDED
# DECEMBER 31, 2013 AND 2012

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**Financial Statements and Supplemental Schedule**
**As of and For the Years Ended**
**December 31, 2013 and 2012**

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# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Pride Capital Partners, LLC 401(k) Plan

We were engaged to audit the accompanying financial statements of Pride Capital Partners, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

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

***Auditor's Responsibility***
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

***Basis for Disclaimer of Opinion***
As permitted under 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 information summarized in Note C, which was certified by State Street Bank and Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 is complete and accurate.

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## INDEPENDENT AUDITOR'S REPORT, CONTINUED

***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 Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of and for the year ended December 31, 2013 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental 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 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.

KBL, LLP

New York, New York
October 13, 2014

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

## Assets

| | 2013 | 2012 |
|---|---|---|
| **Investments, at fair value (Note D):** | | |
| Registered investment companies | $ 4,284,812 | $ 3,649,270 |
| Common collective trust index fund | 223,372 | 146,371 |
| **Total investments** | **4,508,184** | **3,795,641** |
| **Receivables** | | |
| Notes receivable from participants | 24,874 | 2,470 |
| Contributions receivable from participants | 4,071 | - |
| **Total receivables** | 28,945 | 2,470 |
| **Total assets available for benefits** | **$ 4,537,129** | **$ 3,798,111** |

## Liabilities

| | | |
|---|---|---|
| **Plan liabilities** | | |
| Excess contributions payable to participants | $ 234,143 | $ 81,155 |
| **Total liabilities** | **234,143** | **81,155** |
| **Total net assets available for benefits** | **$ 4,302,986** | **$ 3,716,956** |

*See independent auditor's report and the accompanying notes to financial statements.*

**PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

| | 2013 | 2012 |
|---|---|---|
| **Additions to net assets attributed to investment income:** | | |
| Dividends | $ 217,019 | $ 82,858 |
| Net appreciation in fair value of investments | 593,682 | 325,968 |
| **Total investment income** | **810,701** | **408,826** |
| Interest on notes receivable from participants | 640 | 95 |
| **Contributions:** | | |
| Participants | 1,078,330 | 1,306,950 |
| Excess contributions to be refunded to participants | (234,143) | (81,155) |
| Rollovers | 4,873 | 214,921 |
| **Total contributions** | **849,060** | **1,440,716** |
| **Total additions** | **1,660,401** | **1,849,637** |
| **Deductions from net assets attributed to:** | | |
| Benefit payments directly to participants | 1,071,696 | 658,519 |
| Plan administration fees | 2,675 | 1,700 |
| Miscellaneous | - | 5,234 |
| **Total deductions** | **1,074,371** | **665,453** |
| **Net increase in assets available for benefits** | **586,030** | **1,184,184** |
| Net assets available for benefits - beginning of year | 3,716,956 | 2,532,772 |
| **Net assets available for benefits - end of year** | **$ 4,302,986** | **$ 3,716,956** |

*See independent auditor's report and the accompanying notes to financial statements.*

## NOTE A – DESCRIPTION OF PLAN

The following description of the Pride Capital Partners, LLC 401(k) Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

***General:*** The Plan is a defined contribution plan, covering all full time employees of Pride Capital Partners, LLC who are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

ADP, Inc. ("ADP") is the Plan's service provider and State Street Corporation ("State Street") is the Plan's Trustee/Custodian. The Plan requires a one year commitment prior to being eligible to join. In addition, in order to participate in any employer contributions or allocations, employees must have completed 1 year of service (at least 1,000 hours of service).

***Contributions:*** Each year, participants may contribute at least 1% and up to 90% of pretax annual compensation, as defined in the Plan, up to the maximum amount then permitted by tax laws. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offered 32 investment options including registered investment companies (mutual funds or money market funds) and a common collective trust available as of December 31, 2013 and 2012, respectively. The employer may make a matching contribution equal to a uniform percentage of the participants' elective deferrals. The employer will determine the amount of the discretionary matching percentage each year. The employer may also make discretionary non-elective contributions on behalf of eligible participants. Non-elective employer contributions are based on an amount designated by the employer allocated according to the ratio of each participant's salary to total salary of all participants eligible to receive the contribution.

If an eligible participant is 50 years of age or older, they may contribute additional amounts permitted by the tax laws.

During the years ended December 31, 2013 and 2012 there were $1,078,330 and $1,306,950 of participant contributions added to the Plan that included $4,071 and $0 of contributions receivable income, respectively. There were no employer or profit sharing contributions made during the 2013 or 2012 plan years.

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

## NOTE A – DESCRIPTION OF PLAN – CONTINUED

***Vesting:*** Participants are immediately vested in their contributions plus actual earnings thereon. If the employer chooses to make match contributions, participants will vest as follows:

| | |
|---|---|
| Less than 2 years of service | 0% |
| 2 years of service | 20% |
| 3 years of service | 40% |
| 4 years of service | 60% |
| 5 years of service | 80% |
| 6 years of service | 100% |

***Notes receivable from participants (Participant Loans):*** Participants may borrow from their fund accounts a minimum of $1,000 and up to $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through bi-monthly payroll deductions. Loans may be repaid up to 5 years for personal loans, and 10 years for first time acquired residence loans. Only one loan may be outstanding at a time. Unpaid notes receivable are reclassified as deemed distributions against the participant's account based on terms of the Plan document.

As of December 31, 2013 and 2012 there was $24,874 and $2,470 of participant loans outstanding, respectively. The interest rate on participant notes receivable outstanding as of December 31, 2013 and 2012 was 4.25%. Interest income earned from participant notes receivable was $640 and $95 as of December 31, 2013 and 2012, respectively.

***Payment of Benefits:*** On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to his or her account, or annual installments under the Retirement Equity Act Safe Harbor provisions. Normal retirement age under the Plan is 65; early retirement age is 55. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

***Contract Administrator:*** The Plan paid $2,675 and $1,700 in plan administration fees and other expenses for the years ended December 31, 2013 and 2012, respectively.

***Other Administrative Costs:*** Certain other administrative functions are performed by the Employer/Sponsor of the Plan at no cost to the Plan. In addition, the Employer/Sponsor also absorbs certain professional fees incurred coincident to the audit of the Plan's financial statements and legal matters.

## NOTE A – DESCRIPTION OF PLAN – CONTINUED

***Forfeited Accounts:*** At December 31, 2013 and 2012, there were no forfeited non-vested accounts. Forfeitures of matching contributions may be used to reduce employer contributions, if the employer chooses to make them.

***Investments:*** For the years ended December 31, 2013 and 2012, State Street certified that the investment information was complete and accurate. This certification permitted a limited scope audit to be performed for both years.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Presentation:*** The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

***Estimates:*** The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

***Investment Valuation and Income Recognition:*** The Plan's investments in registered investment companies (mutual funds) and in common stock are stated at fair value based on the quoted market price of the funds or common stock. The common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds, based on the fair value of the underlying investments. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on ex-dividend date. Interest income is recorded as earned.

***Payment of Benefits:*** Benefits are recorded when paid.

***Notes Receivable from Participants:*** Notes receivable from participants are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value.

***Risks and Uncertainties:*** The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near future and that those changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

***Recent Accounting Pronouncements***: Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

## NOTE C – INVESTMENTS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

| | 2013 | 2012 |
|---|---|---|
| Investments, at fair value: | | |
| Common collective trust index fund | $ 223,372 | $ 146,371 |
| Registered investment companies (mutual funds) | $ 4,284,812 | $ 3,649,270 |
| Total investment income | $ 810,701 | $ 408,826 |

The following table below represents investment balances that are 5% or more of total net plan assets available to the Plan as of December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|---|---|
| Common collective trust index fund | $ 223,372 | $ - |
| Registered investment companies (mutual funds) | | |
| Freedom 2040 | $ 540,977 | $ 465,682 |
| Freedom 2045 | 401,608 | 315,404 |
| Freedom 2030 | - | 223,472 |
| Fidelity Blue Chip Growth | 215,376 | - |
| Fidelity Intermediate Bond Fund | - | 201,983 |
| Fidelity Total Bond Fund | - | 190,401 |

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $593,682 and $325,968, respectively. The change in value was comprised of the following:

| | 2013 | 2012 |
|---|---|---|
| Common collective trust index fund | $ 52,078 | $ 11,724 |
| Registered investment companies (mutual funds) | 541,604 | 314,244 |
| **Total appreciation** | **$ 593,682** | **$ 325,968** |

*See independent auditor's report.*

## NOTE D — FAIR VALUE MEASUREMENTS

The Plan's investments are measured at fair value on a recurring basis. Accounting Standards Codification Topic 820, "Fair Value Measures and Disclosures," describes three levels of inputs that may be used to measure fair value:

- Level 1 – observable quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs other than quoted prices for identical assets or liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly
- Level 3 – inputs are unobservable and significant for which little or no market data exists, therefore requiring the Plan to develop its own assumptions. These are usually negotiated prices between two parties.

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.

The following tables set forth the Plan's investment assets at fair value on December 31, 2013 and 2012 by level within the fair value hierarchy:

**December 31, 2013:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust index fund | $ - | $ 223,372 | $ - | $ 223,372 |
| Registered investment companies (mutual funds) | 4,284,812 | - | - | 4,284,812 |
| Participant loans | - | - | 24,874 | 24,874 |
| **Total** | **$ 4,284,812** | **$ 223,372** | **$ 24,874** | **$ 4,533,058** |

**December 31, 2012:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust index fund | $ - | $ 146,371 | $ - | $ 146,371 |
| Registered investment companies (mutual funds) | 3,649,270 | - | - | 3,649,270 |
| Participant loans | - | - | 2,470 | 2,470 |
| **Total** | **$ 3,649,270** | **$ 146,371** | **$ 2,470** | **$ 3,798,111** |

There have been no transfers of investments between levels in 2013 and 2012.

*See independent auditor's report.*

## NOTE D — FAIR VALUE MEASUREMENTS – CONTINUED

The following table sets forth a summary of the changes in fair value of the Plan's Level 3 investment assets during the years ended December 31, 2013 and 2012:

| | December 31, 2013 | December 31, 2012 |
|---|---|---|
| Balance, beginning of year | $ 2,470 | $ - |
| Interest income | 640 | 95 |
| Deemed distributions | (2,220) | - |
| Participant loan withdrawals | 51,002 | 4,500 |
| Participant loan repayments | (27,018) | (2,125) |
| Balance, end of year | $ **24,874** | $ **2,470** |

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

The Plan's common collective trust index fund consists of the SSGA S&P 500 Index VI Fund, which is valued at fair value based on the net asset values of the fund. The SSGA S&P 500 Index VI Fund seeks to replicate as practicable the Standard & Poor's 500 Stock Index. It also seeks to achieve its objective by investing directly into a commingled fund with similar objectives and like investment strategies. The Portfolio is not managed according to traditional methods of "active" investment management, which involve the buying and selling of securities based upon economic, financial and market analysis and investment judgment. Instead, the Portfolio, using a "passive" or "indexing" investment approach, attempts to replicate, before expenses, the performance of the S&P 500. The Net Asset Value ("NAV") is a quoted price in a market that is not active and classified within Level 2 of the valuation hierarchy; therefore, the common collective trust index fund is classified as Level 2.

The Plan's investments in registered investment companies (mutual funds) are classified within Level 1 of the fair value hierarchy. The fair value of these investments is valued based on quoted market prices in active markets. In certain cases, the NAV is a quoted price in a market that is not active, or is based on quoted prices for similar assets and liabilities in active markets, and these investments are classified within Level 2 of the valuation hierarchy.

The Plan's management believes its valuation methods are appropriate and consistent with those of other market participants. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## NOTE E – PARTIES-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are managed by State Street the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA. Note receivables from participants are also considered party-in-interest transactions under the Plan.

## NOTE F – 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 would become 100% vested in their employer contributions.

## NOTE G – TAX STATUS

The Plan obtained its latest determination letter on October 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

## NOTE H – CORRECTIVE DISTRIBUTIONS

The Plan is subject to certain compliance requirements of non-discrimination rules under ERISA and IRS guidelines. For the plan years ended December 31, 2013 and 2012, the Plan failed certain of these non-discrimination tests due to excess contributions by highly compensated eligible Plan participants. The Plan corrected the issue by refunding the excess contributions to affected participants during the 2014 and 2013 plan years as distributions. The excess contributions payable is reflected as a liability on the Statements of Net Assets Available for Benefits in the amount of $234,143 and $81,155 at December 31, 2013 and 2012, respectively.

## NOTE I - FORM 5500 RECONCILIATION

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013:

| | | |
|---|---|---|
| Net assets available for benefits per financial statements | $ | 4,302,986 |
| Add: Excess contributions to be refunded | | 234,143 |
| Less: Contributions receivable - participants | | (4,071) |
| Net assets available for benefits per Form 5500 | **$** | **4,533,058** |

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2013:

| | | |
|---|---|---|
| Net increase in net assets available for benefits per financial statements | $ | 586,030 |
| Add: Excess contributions to be refunded | | 234,143 |
| Less: Contributions receivable - participants | | (4,071) |
| Less: Excess contributions refunded | | (81,155) |
| Net increase in net assets available for benefits per Form 5500 | **$** | **734,947** |

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012:

| | | |
|---|---|---|
| Net assets available for benefits per financial statements | $ | $3,716,956 |
| Add: Excess contributions to be refunded | | 81,155 |
| Net assets available for benefits per Form 5500 | **$** | **$3,798,111** |

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

| | | |
|---|---|---|
| Net increase in net assets available for benefits per financial statements | $ | 1,184,184 |
| Add: Excess contributions to be refunded | | 81,155 |
| Add: Contribution receivable - participants | | 8,259 |
| Less: Excess contributions refunded | | (33,434) |
| Net increase in net assets available for benefits per Form 5500 | **$** | **1,240,164** |

*See independent auditor's report.*

## NOTE J – COMPARATIVE DATA

The amounts shown for the year ended December 31, 2012 in the accompanying Statements of Changes in Net Assets Available for Benefits are included to provide a basis for comparison with the 2013 plan year. The comparative format is not a requirement under auditing standards generally accepted in the United States of America.

## NOTE K – SUBSEQUENT EVENTS

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through October 13, 2014, the date which these financial statements were available to be issued. Management concluded that no material subsequent event has occurred since December 31, 2013 that requires recognition or disclosure in the financial statements.

**Pride Capital Partners, LLC 401(k) Plan**
**Plan No. 001**
**Plan Sponsor's EIN: 54-2131570**
**Information Prepared and Certified by Plan Trustee**
**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2013**

| a: | b: Identity of issue, borrower, lessor or similar party | c: Description of investment, including maturity date, rate of interest, collateral, par or maturity value | d: Cost | e: Current value |
|---|---|---|---|---|
| | Fidelity Retirement Money Market | Registered Inv Co/Mutual Fund Money Market, various rates | ** | $ 170,884 |
| | | | | **$ 170,884** |
| | Fidelity Blue Chip Growth | Registered Inv Co/Mutual Fund | ** | $ 215,376 |
| | Thornburg Int'l Value - R4 | Registered Inv Co/Mutual Fund | ** | 171,520 |
| | Fidelity Stk Sel Large Cap Value | Registered Inv Co/Mutual Fund | ** | 33,164 |
| | Fidelity Fund | Registered Inv Co/Mutual Fund | ** | 40,277 |
| | Fidelity OTC Portfolio | Registered Inv Co/Mutual Fund | ** | 164,148 |
| | Fidelity Value Strategies Fund | Registered Inv Co/Mutual Fund | ** | 122,694 |
| | Fidelity Advisor Real Estate A | Registered Inv Co/Mutual Fund | ** | 106,015 |
| | Fidelity Total Bond Fund | Registered Inv Co/Mutual Fund | ** | 175,996 |
| | PIM Small Cap StksPlus Tr A | Registered Inv Co/Mutual Fund | ** | 187,949 |
| | Loomis Sayles McG A | Registered Inv Co/Mutual Fund | ** | 146,754 |
| | Fidelity Large Cap Stock | Registered Inv Co/Mutual Fund | ** | 118,224 |
| | Fidelity Short Term Bond | Registered Inv Co/Mutual Fund | ** | 8,291 |
| | Fidelity Fifty | Registered Inv Co/Mutual Fund | ** | 14,524 |
| | Fidelity Value Discovery | Registered Inv Co/Mutual Fund | ** | 63,932 |
| | Fidelity Intermediate Bond | Registered Inv Co/Mutual Fund | ** | 163,615 |
| | Fidelity Equity Income | Registered Inv Co/Mutual Fund | ** | 42,451 |
| | Fidelity Puritan | Registered Inv Co/Mutual Fund | ** | 84,739 |
| | Fidelity Dividend Growth | Registered Inv Co/Mutual Fund | ** | 113,366 |
| | Fidelity Value Fund | Registered Inv Co/Mutual Fund | ** | 110,160 |
| | Fidelity Freedom 2010 | Registered Inv Co/Mutual Fund | ** | 27,304 |
| | Fidelity Freedom 2015 | Registered Inv Co/Mutual Fund | ** | 62,155 |
| | Fidelity Freedom 2020 | Registered Inv Co/Mutual Fund | ** | 169,335 |
| | Fidelity Freedom 2025 | Registered Inv Co/Mutual Fund | ** | 153,925 |
| | Fidelity Freedom 2035 | Registered Inv Co/Mutual Fund | ** | 199,125 |
| | Fidelity Freedom 2030 | Registered Inv Co/Mutual Fund | ** | 109,853 |
| | Fidelity Freedom 2040 | Registered Inv Co/Mutual Fund | ** | 540,977 |
| | Fidelity Freedom 2045 | Registered Inv Co/Mutual Fund | ** | 401,608 |
| | Fidelity Freedom 2050 | Registered Inv Co/Mutual Fund | ** | 68,549 |
| | Fidelity Cap Apprec | Registered Inv Co/Mutual Fund | ** | 147,793 |
| | Fidelity Freedom Income | Registered Inv Co/Mutual Fund | ** | 150,109 |
| | | | | **$ 4,113,928** |
| * | State Street GA S&P 500 IDX VI | Common Collective Trust Index Fund | ** | $ 223,372 |
| | | | | **$ 223,372** |
| * | Notes Receivables from participants | Interest rates 4.25%; Maturities through Sept. 2018 | -0- | $ 24,874 |
| | **Total per Form 5500** | | | **$ 4,533,058** |

*See independent auditor's report and the accompanying notes to financial statements.*

**Attachment to 2013 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN **EIN:** 54-2131570
**Plan Sponsor's Name** PRIDE CAPITAL PARTNERS, LLC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | FIDELITY BLUE CHIP GROWTH FUND | REGISTERED INVESTMENT COMPANY | | 215,376 |
| | THORNBURG INTL VALUE - R4 | REGISTERED INVESTMENT COMPANY | | 171,520 |
| | FIDELITY STK SEL LRG CAP VAL | REGISTERED INVESTMENT COMPANY | | 33,164 |
| | FIDELITY FUND | REGISTERED INVESTMENT COMPANY | | 40,277 |
| | FIDELITY OTC PORTFOLIO | REGISTERED INVESTMENT COMPANY | | 164,148 |
| | FIDELITY VALUE STRATEGIES FUND | REGISTERED INVESTMENT COMPANY | | 122,694 |
| | FIDELITY ADVISOR REAL ESTATE A | REGISTERED INVESTMENT COMPANY | | 106,015 |

**Attachment to 2013 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN **EIN:** 54-2131570
**Plan Sponsor's Name** PRIDE CAPITAL PARTNERS, LLC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | FIDELITY TOTAL BOND FUND | REGISTERED INVESTMENT COMPANY | | 175,996 |
| | PIM SM CP STKSPLUS AR A | REGISTERED INVESTMENT COMPANY | | 187,949 |
| | LOOMIS SAYLES MCG A | REGISTERED INVESTMENT COMPANY | | 146,754 |
| | FIDELITY LARGE CAP STOCK | REGISTERED INVESTMENT COMPANY | | 118,224 |
| | FIDELITY SHORT TERM BOND FUND | REGISTERED INVESTMENT COMPANY | | 8,291 |
| | FIDELITY FIFTY | REGISTERED INVESTMENT COMPANY | | 14,524 |
| | FIDELITY VALUE DISCOVERY | REGISTERED INVESTMENT COMPANY | | 63,932 |

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**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN **EIN:** 54-2131570
**Plan Sponsor's Name** PRIDE CAPITAL PARTNERS, LLC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | FIDELITY INTERMEDIATE BOND FD | REGISTERED INVESTMENT COMPANY | | 163,615 |
| | FIDELITY EQUITY-INCOME FUND | REGISTERED INVESTMENT COMPANY | | 42,451 |
| | FIDELITY PURITAN FUND | REGISTERED INVESTMENT COMPANY | | 84,739 |
| | FIDELITY DIVIDEND GROWTH FUND | REGISTERED INVESTMENT COMPANY | | 113,366 |
| | FIDELITY VALUE FUND | REGISTERED INVESTMENT COMPANY | | 110,160 |
| | FIDELITY FREEDOM 2010 FUND | REGISTERED INVESTMENT COMPANY | | 27,304 |
| | FIDELITY FREEDOM 2015 FUND | REGISTERED INVESTMENT COMPANY | | 62,155 |

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**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN **EIN:** 54-2131570
**Plan Sponsor's Name** PRIDE CAPITAL PARTNERS, LLC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | FIDELITY FREEDOM 2020 FUND | REGISTERED INVESTMENT COMPANY | | 169,335 |
| | FIDELITY FREEDOM 2025 FUND | REGISTERED INVESTMENT COMPANY | | 153,925 |
| | FIDELITY FREEDOM 2035 FUND | REGISTERED INVESTMENT COMPANY | | 199,125 |
| | FIDELITY FREEDOM 2030 FUND | REGISTERED INVESTMENT COMPANY | | 109,853 |
| | FIDELITY FREEDOM 2040 FUND | REGISTERED INVESTMENT COMPANY | | 540,977 |
| | FIDELITY FREEDOM 2045 FUND | REGISTERED INVESTMENT COMPANY | | 401,608 |
| | FIDELITY FREEDOM 2050 FUND | REGISTERED INVESTMENT COMPANY | | 68,549 |

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**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** PRIDE CAPITAL PARTNERS, LLC 401(K) PLAN **EIN:** 54-2131570
**Plan Sponsor's Name** PRIDE CAPITAL PARTNERS, LLC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | FIDELITY CAP APPREC FD | REGISTERED INVESTMENT COMPANY | | 147,793 |
| | FIDELITY FREEDOM INCOME FUND | REGISTERED INVESTMENT COMPANY | | 150,109 |
| | FIDELITY RETIREMENT MONEY MKT | REGISTERED INVESTMENT COMPANY | | 170,884 |
| | PARTICIPANT LOANS | INTEREST RATES ( 4.25% TO 4.25%) | | 24,874 |
| | SSGA S & P 500 IDX VI | COMMON/COLLECTIVE TRUST | | 223,372 |
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