

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☐ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2013</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/2013</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/2013</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u> <u>5900 WILSHIRE BLVD.</u> <u>SUITE 1600</u> <u>LOS ANGELES, CA 90036</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>27-2831270</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>323-330-6500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>623000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>27-2831270</u>	2c Plan Sponsor's telephone number <u>323-330-6500</u>	2d Business code (see instructions) <u>623000</u>	
2b Employer Identification Number (EIN) <u>27-2831270</u>					
2c Plan Sponsor's telephone number <u>323-330-6500</u>					
2d Business code (see instructions) <u>623000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 5298
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 5223 6a(2) 5128 6b 0 6c 79 6d 5207 6e 0 6f 5207 6g 351 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: 2F 2G 2J 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

A Name of plan ROCKPORT CLIENTS 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKPORT ADMINISTRATIVE SERVICES, LLC	D Employer Identification Number (EIN) 27-2831270	

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

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY (USA)

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	108543	391	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
8275	9363

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

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

MORGAN STANLEY INSURANCE SERVICES

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8275			4

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

DISSINGER ASSOCIATES

**11835 WEST OLYMPIC BLVD
SUITE 1000E
LOS ANGELES, CA 90064**

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	9363	CONTRACT MAINTENANCE AND RETENTION	5

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

Schedule A (Form 5500) 2014
v. 140124

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	2312
5 Current value of plan's interest under this contract in separate accounts at year end	5	3671008

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

b Premiums paid to carrier	6b	0
c Premiums due but unpaid at the end of the year	6c	0
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	0

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

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

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

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)	0	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	0	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	0	

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0	
(2) Administration charge made by carrier	7e(2)	0	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>27-2831270</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 67	RECORDKEEPER	290	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <hr/> 2014 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>27-2831270</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2055 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>962</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2050 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>235145</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2045 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>214999</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2040 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>406802</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2035 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>520960</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2030 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>364951</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2025 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>766296</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2020 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 429415
a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2015 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50359
a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2010 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 183973
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5098
a Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTS MID CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12532
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16227
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP GRO INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13470
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14385
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3838
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20555

a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER INTL GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12874
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MID CAP INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33382
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VALUE FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11951
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a Name of MTIA, CCT, PSA, or 103-12 IE: [BLUE CHIP GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31721
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FUNDAMENTAL INVESTORS](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23631
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRU JENNISON MID GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19704
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a Name of MTIA, CCT, PSA, or 103-12 IE: [500 INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49094
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MUTUAL GLOBAL DISCOVERY](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17921
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WASHINGTON MUTUAL INVESTORS](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32886
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a Name of MTIA, CCT, PSA, or 103-12 IE: [CORE BOND FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26543
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25214
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a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 126118
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>		D Employer Identification Number (EIN) <u>27-2831270</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	2312	2312
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)	28141	82552
	(9) Value of interest in common/collective trusts	1c(9)	24921	126118
	(10) Value of interest in pooled separate accounts	1c(10)	2604002	3544890
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2659376	3755872

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2659376	3755872
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1054074	
(C) Others (including rollovers)	2a(1)(C)	35287	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1089361
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)	2940	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2940
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		159382
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1251683

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	107782	
(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)		107782
f Corrective distributions (see instructions).....	2f		34227
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)	9062	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	4116	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13178
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		155187

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1096496
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: MEIR AND MEIR, LLP

(2) EIN: 95-4359536

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		50000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<div>A Name of plan ROCKPORT CLIENTS 401(K) PLAN AND TRUST</div>	<div>B Three-digit plan number (PN) ▶ 002</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 ROCKPORT ADMINISTRATIVE SERVICES, LLC</div>	<div>D Employer Identification Number (EIN) 27-2831270</div>

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

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	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): 01-0233346		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
---------	---

4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
	b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
----------	------------

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

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

10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Rockport Clients 401(k)
Plan and Trust**

**Financial Statements and
Supplemental Schedule**

**As of December 31, 2014 and 2013 and for
the Year Ended December 31, 2014**

Rockport Clients 401(k) Plan and Trust

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Financial Statements and Supplemental Schedule

As of December 31, 2014 and 2013, and for the
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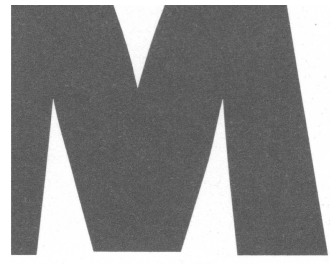
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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.



Report of Independent Auditors

To the Plan Administrative Committee
Rockport Clients 401(k) Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Rockport Clients 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.



Beverly Hills, California
March 29, 2018

Rockport Clients 401(k) Plan and Trust

Statements of Net Assets Available for Benefits

<i>As of December 31,</i>	2014	2013
Assets		
Non-interest bearing cash	\$ 2,312	\$ 2,312
Investments at fair value	3,671,008	2,628,923
Notes receivable from participants	82,552	28,141
Total Assets	3,755,872	2,659,376
Liabilities		
Accounts Payable	159,479	34,227
Total Liabilities	159,479	34,227
Net assets available for benefits	\$ 3,596,393	\$ 2,625,149

See accompanying notes.

Rockport Clients 401(k) Plan and Trust

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	2014
Additions	
Additions to net assets attributed to:	
Investment income:	
Net appreciation (depreciation) in fair value of investments	\$ 159,382
Total investment income	159,382
Interest income on notes receivable from participants	2,940
Contributions:	
Participants	1,054,074
Rollover	35,287
Excess contributions	(159,479)
Total contributions	929,882
Total additions	1,092,204
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	107,782
Administrative and other expenses	13,178
Total deductions	120,960
Net increase	971,244
Net assets available for benefits:	
Beginning of period	2,625,149
End of period	\$ 3,596,393

See accompanying notes.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan

The following description of Rockport Clients 401(k) Plan and Trust (“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 multiple employer plan that was adopted effective January 1, 2013 for the benefit of the employees of various employers (collectively the “Company”). As of December 31, 2014, the Plan had 82 participating employers (see Note 12). During 2014, employees of 42 participating employers made deferral contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Participants may contribute up to 100% of pretax annual salary and 90% of bonuses, as defined in the Plan limited to the maximum amount allowed by law for the plan year. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Each participating employer may make discretionary matching contributions to be allocated among eligible employees of that employer. In 2014, no employer contributions were made to the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company’s matching contribution and (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances, as defined. Certain administrative expenses are allocated equally between all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in matching contributions plus

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan (Continued)

earnings thereon is based on years of continuous service. Each participating employer has his own vesting schedule.

Forfeitures subject to allocation each plan year are determined separately by each participating employer and allocated among the employees of that employer or the employees of the participating employer who made the forfeited contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to the lesser of 50% of their vested account balance or \$50,000. The loans are secured by the vested balance in the participants' accounts and bear interest at rates commensurate with local prevailing rates as determined periodically by the plan administrator. Principal and interest are paid ratably through payroll deductions. Loan terms are limited to a maximum of 5 years or longer for the purchase of a primary residence.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, participants may elect to receive the vested interest of their accounts in the form of a single sum of cash payment, or a direct rollover to an individual retirement account or another employer plan. Inservice distributions are available to employees who have attained age 59 ½. Hardship withdrawals are also available.

Forfeited Accounts

At December 31, 2014 and 2013 the total forfeited nonvested accounts amounted to \$2,312. These funds were transferred to the Plan upon a merger of four 401(k) plans to the Plan, that took place on October 31, 2013. An amount of \$2,100 of forfeitures was traced to one plan which comprised of 4 employers. John Hancock could not allocate the transfer among the 4 employers and also could not identify the employer(s) who transferred the rest of the funds, which amounted to \$212.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan (Continued)

Plan Administration

The Plan is administered by Rockport Administrative Services, LLC. The plan administrator controls and manages the operation and administration of the Plan.

John Hancock Life Insurance Company (U.S.A) (“John Hancock”) serves as the custodian. Dissinger Associates is the third party administrator.

Eligibility

All employees having reached the age of 21 and completed 1 year of service are eligible for participation in the Plan.

Investment Options

Participants may direct both employee and employer contributions to be invested amongst various investment options as made available and determined by the plan administrator which are more fully described in the plan literature.

2. Summary of Significant Accounting Policies

Date of Management’s Review

Subsequent events were evaluated through March 29, 2018, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2014 and 2013 no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for its investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for applicable investments.

Excess Contributions Payable

Amounts payable to participants totaling \$159,479 for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as accounts payable, with a corresponding reduction to 2014 contributions. The Plan distributed the 2014 excess contributions after March 15, 2015.

Payment of Benefits

Benefits are recorded when paid.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

Operating Expenses

Certain expenses of maintaining the Plan are paid by the Company (see Note 5).

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in fair value of investments is based on the fair value of the assets at the beginning of the plan year, or at the time of purchase during the plan year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year with respect to unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (“FASB”) issued ASU 2015-07, *Fair Value Measurement* (Topic 820): *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which exempts investments measured using the net asset value (NAV) practical expedient in ASC 820, *Fair Value Measurement*, from categorization within the fair value hierarchy. The guidance requires retrospective application and is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2015. For all other entities, the guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to significantly impact the Plan’s financial statements.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans* (Topic 960), *Defined Contribution Pension Plans* (Topic 962), and *Health and Welfare Benefit Plans* (Topic 965): *Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Parts I and II are effective for

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued) fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. The adoption of this standard is not expected to significantly impact the Plan's financial statements.

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available. There are no plan assets requiring the use of Level 3 inputs for the periods presented.

Level 1 Fair Value Measurements

The fair value of separate accounts is based on quoted net asset values of the underlying mutual funds held by the Plan at year-end. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

3. Fair Value Measurements (Continued)

Level 2 Fair Value Measurements

The fair value of the collective trust is valued at the net asset value of the units as provided by the trust's trustee.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

		Fair Value Measurements at the End of the Reporting Period Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<i>As of December 31, 2014</i>			
Separate Accounts			
Target Date	\$ 3,173,862	\$ 3,173,862	\$ -
Fixed Income	51,758	51,758	-
Growth	275,597	275,597	-
Value	43,673	43,673	-
Total Separate Accounts	3,544,890	3,544,890	-
Stable Value Fund			
Collective Trust	126,118	-	126,118
Total Stable Value	126,118	-	126,118
Total Investments at Fair Value	\$ 3,671,008	\$ 3,544,890	\$ 126,118

As of December 31, 2013

Separate Accounts			
Target Date	\$ 2,477,175	\$ 2,477,175	\$ -
Fixed Income	19,532	19,532	-
Growth	94,004	94,004	-
Value	13,291	13,291	-
Total Separate Accounts	2,604,002	2,604,002	-
Stable Value Fund			
Collective Trust	24,921	-	24,921
Total Stable Value	24,921	-	24,921
Total Investments at Fair Value	\$ 2,628,923	\$ 2,604,002	\$ 24,921

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

3. Fair Value Measurements (Continued)

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2014 and 2013, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2014, there were no significant transfers between Levels 1 and 2 and no transfers into or out of Level 3.

The following tables summarize investments measured at fair value based on net asset value per share as of December 31, 2014 and 2013, respectively:

<i>December 31, 2014</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective Trust	\$ 126,118	\$ -	Daily	1 Day

<i>December 31, 2013</i>				
Collective Trust	\$ 24,921	\$ -	Daily	1 Day

4. Investments

The following presents investments that represent 5% or more of the Plan's net assets:

<i>As of December 31 ,</i>	2014	2013
Retirement Choices at 2010	\$ *	\$ 190,208
Retirement Choices at 2020	429,415	332,989
Retirement Choices at 2025	766,296	527,558
Retirement Choices at 2030	364,951	316,134
Retirement Choices at 2035	520,960	424,799
Retirement Choices at 2040	406,802	348,387
Retirement Choices at 2045	214,999	135,428
Retirement Choices at 2050	235,145	159,070

**Represents less than five percent of the Plan's net assets for the period indicated.*

During the year ended December 31, 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$159,382. All appreciation is attributed to separate accounts.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

5. Related Party Transactions

Certain plan investments are shares of separate accounts managed by John Hancock. John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid by the Plan to John Hancock amounted to \$13,178 for the year ended December 31, 2014.

Indirect compensation to John Hancock is reflected as a reduction of investment return for applicable investments.

Additionally, the Company provides to the Plan certain accounting and administrative services for which no fees are charged. As the Company is the plan sponsor, these transactions qualify as party-in-interest transactions.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

6. 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.

7. Reconciliation of Financial Statements to Form 5500

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

<i>As of December 31,</i>	2014	2013
Net assets available for benefits per the financial statements	\$ 3,596,393	\$ 2,625,149
Add: Excess contributions	159,479	34,227
Net assets available for benefits per Form 5500	\$ 3,755,872	\$ 2,659,376

The following is a reconciliation of increase in net assets per the financial statements to increase in net assets per Form 5500:

<i>Year ended December 31,</i>	2014
Increase in net assets per the financial statements	\$ 971,244
Deduct: 2013 Excess contributions	(34,227)
Add: 2014 Excess contributions	159,479
Increase in net assets available for benefits per the Form 5500	\$ 1,096,496

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

- 7. Reconciliation of Financial Statements to Form 5500 (Continued)** For the years ended December 31, 2014 and 2013, excess contributions to be refunded were not reflected on Form 5500.
- Certain balances included on Schedule H Part I and II on the Annual Return/Report of Employee Benefits Plan (Form 5500) have been reclassified for purposes of presentation in the financial statements.
- 8. Tax Status** The Plan currently operates under a Volume Submitter Profit Sharing Plan offered by Sungard Business Systems LLC, which received a favorable opinion letter from the Internal Revenue Service dated March 31, 2014. The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax exempt.
- Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.
- 9. 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 term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.
- The Plan is required to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2014 and 2013, the financial instruments, which potentially subject the Plan to a concentration of credit risk, consisted principally of cash, investments and notes receivable from participants.
- 10. Custodian's Certification** The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by John Hancock as complete and accurate in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

11. ERISA Bonding Requirements ERISA, Title 1, Section 412 requires that every fiduciary and every person who handles funds or other property of a plan be bonded. Such “persons” may include any director, officer or employee of the fiduciary. During the year ended December 31, 2014, the Plan fidelity bond had a coverage which did not meet the minimum required by ERISA.

12. Participating Employers During 2014 the following 82 companies participated in the Plan:

Alhambra Healthcare & Wellness Centre, LP	\$ -
Bakersfield Healthcare & Wellness Centre, LLC	-
Bay Vista Healthcare & Wellness Centre, LP	-
Brookdale Healthcare & Wellness, Centre, LP	-
B-East, LLC	10,304
B-San Diego, LLC	50,093
B-Spring Valley, LLC	-
Cadence Healthcare, LLC	-
Centinela Assisted Living Management, LLC	-
Centinela Skilled Nursing & Wellness Centre East, LLC	-
Centinela Skilled Nursing & Wellness Centre West, LLC	-
Clairemont Healthcare & Wellness Centre, LLC	-
CNRC, LLC	23,000
Country Villa Novato Healthcare Center, LLC	95,542
Country Villa Pomona Healthcare Center, LLC	13,337
Driftwood Healthcare & Wellness Center, LLC	17,500
Eureka Rehabilitation & Wellness Center, LP	1,200
Fortuna Rehabilitation & Wellness Center, LP	6,772
Four Seasons Assisted Living Center, LLC	-
Four Seasons Healthcare & Wellness Center, LP	-
Fresno Skilled Nursing & Wellness Centre, LLC	-
Fullerton Healthcare & Wellness Centre, LLC	-
Gardenview Healthcare & Wellness Centre, LP	-
Granada Rehabilitation & Wellness Center, LP	5,984
Grand Avenue Healthcare & Wellness Center, LP	-
Granite Hills Healthcare & Wellness Centre, LLC	7,716
Gridley Assisted Living & Retirement, LLC	-
Gridley Healthcare & Wellness Centre, LLC	-
Hacienda Heights Healthcare & Wellness Centre, LP	-
Hawthorne Healthcare & Wellness Centre, LLC	-
Highland Park Skilled Nursing & Wellness Centre, LLC	72,895
Imperial Heights Healthcare & Wellness Centre, LLC	12,077
Indio Healthcare & Wellness Center, LLC	-
Laibco, LLC	18,926
Lawndale Healthcare & Wellness Centre, LLC	-
Lighthouse Healthcare Center, LLC	19,892
Los Feliz Healthcare & Wellness Centre, LP	-
Mar Vista Country Villa Healthcare & Wellness Centre, LP	-

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

12. Participating Employers (Continued)	Maywood Skilled Nursing & Wellness Centre, LLC	18,087
	Montecito Heights Healthcare & Wellness Centre, LP	-
	Monterey Healthcare & Wellness Centre, LP	4,750
	North Hills Healthcare & Wellness Centre, LP	-
	North Palms Rehabilitation & Wellness Centre, LP	-
	North Point Healthcare & Wellness Centre, LP	-
	Norwalk Skilled Nursing & Wellness Centre, LLC	64,595
	Oakhurst Skilled Nursing & Wellness Centre, LLC	-
	Ontario Grove Healthcare & Wellness Centre, LP	-
	Orange Healthcare & Wellness Centre, LLC	11,675
	Overland Terrace Healthcare & Wellness Centre, LP	14,721
	Oxnard Manor, LP	6,238
	Pacific Rehabilitation & Wellness Center, LP	6,366
	Pavilion on Pico Healthcare & Wellness Centre, LP	-
	Pine Grove Healthcare & Wellness Centre, LP	36,011
	Point Loma Rehabilitation Center, LLC	51,616
	Riverside Healthcare & Wellness Centre, LLC	5,572
	San Gabriel Healthcare & Wellness Centre, LP	-
	San Marino Gardens Wellness Centre, LP	6,500
	San Mateo Healthcare & Wellness Centre, LP	209,324
	San Rafael Rehabilitation & Wellness Center, LP	700
	Santa Ana Healthcare & Wellness Centre, LP	11,115
	Seaview Rehabilitation & Wellness Center, LP	19,652
	Secrom, Inc.	-
	Skyline Healthcare & Wellness Center, LLC	-
	Solnus Eight, LLC	10,132
	Solnus Five, LLC	6,267
	Solnus Four, LLC	51,821
	Solnus One, LLC	-
	Solnus Seven, LLC	7,054
	Solnus Six, LLC	22,273
	Solnus Three, LLC	41,466
	Solnus Two, LLC	-
	Sonata Healthcare, LLC	2,000
	South Pasadena Rehabilitation Center, LLC	68,675
	The Healthcare Center of Downey, LLC	8,388
	The Rehabilitation & Wellness Centre of Dallas, LLC	-
	Verdugo Valley Skilled Nursing & Wellness Centre, LLC	8,427
	Vernon Healthcare Center, LLC	3,600
	West Pico Terrace Assisted Living Center, LP	-
	West Pico Terrace Healthcare & Wellness Centre, LP	1,015
	Westwood Healthcare & Wellness Centre, LP	-
	Wish-I-Ah Skilled Nursing & Wellness Centre, LLC	-
	York Healthcare & Wellness Centre, LP	798
	Total Deferrals	<u>\$ 1,054,074</u>

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

13. Subsequent Events

In 2015, the plan documents were amended to change the testing methodology of the 401(k) from “current year” testing to “prior year” testing.

In February 2016, Laibco, Inc., a participant employer in the Plan, discontinued its participation in the Plan. As a result, assets in the amount of \$65,570 were withdrawn from the Plan.

In June 2016 a 401(k) plan that covered the employees of Mesa Verde Convalescent Hospital Inc., a related company, merged into the Plan. As a result, assets in the amount of \$157,499 were transferred to the Plan.

In 2017, a Department of Labor (DOL) investigation was opened regarding the operation of the Plan. The focus of the investigation so far was the transfer of assets from related plans which merged into the Plan. Management is fully cooperating with the DOL in providing all the pertinent documents requested. Management is confident that the investigation will have no negative effect on the operation of the Plan.

In 2017, a 401(k) plan that covers the employees of Windsor Gardens Anaheim (“Windsor Plan”), elected to participate in the Plan. To date, no funds were transferred from the Windsor Plan to the Plan.

**Rockport Clients 401(k)
Plan and Trust**

**Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2014**

**EIN: 27-2831270
Plan number: 002**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Par or Maturity Value	Current Value
--	--	---------------

See attached Schedule of Assets Held for Investment Purposes as provided by John Hancock.

* Represents a party-in-interest



EMPLOYER FINANCIAL STATEMENT YEAR-TO-DATE: JAN/01/2014 TO DEC/31/2014

PAGE: 5

THE TRUSTEES OF ROCKPORT CLIENTS 401(K)
PLAN
CONTRACT NO: 108543

GROUP TOTALS BY MONEY TYPE AND INVESTMENT ACCOUNT

		OPENING					CLOSING	
		BALANCE		NET			BALANCE	
MONEY	TYPE	JAN/01/2014	CONTRIBUTION	GAIN/LOSS*	FORFEITURES	WITHDRAWALS	TRANSFERS	DEC/31/2014
ACCOUNT TOTAL								
RC AT	2010	190,207.62	30,680.44	3,495.15	0.00	-16,392.25	-24,017.67	183,973.29
RC AT	2015	42,602.62	11,299.24	1,188.65	0.00	-7,428.74	2,697.58	50,359.35
RC AT	2020	332,988.96	88,669.42	15,598.88	0.00	0.00	-7,842.59	429,414.67
RC AT	2025	527,557.63	225,925.43	31,420.28	0.00	-20,439.96	1,833.05	766,296.43
RC AT	2030	316,134.19	98,182.77	17,222.93	0.00	-7,214.24	-59,375.09	364,950.56
RC AT	2035	424,799.27	102,511.71	25,877.46	0.00	-20,165.70	-12,063.17	520,959.57
RC AT	2040	348,386.61	100,888.70	17,468.56	0.00	-51,372.57	-8,568.91	406,802.39
RC AT	2045	135,428.00	46,595.06	9,249.74	0.00	0.00	23,726.19	214,998.99
RC AT	2050	159,070.08	79,289.36	9,686.31	0.00	-747.79	-12,152.99	235,144.97
RC AT	2055	0.00	420.15	11.01	0.00	0.00	530.95	962.11
STBL	VALUE	24,920.77	77,227.48	-561.09	0.00	-4,303.44	28,834.44	126,118.16
TOT	BMKT	8,810.25	12,459.81	594.54	0.00	-3,216.31	6,566.20	25,214.49
VS	COR BND	10,722.03	9,205.70	818.36	0.00	-1,404.29	7,201.43	26,543.23
AF	WASHMUT	10,802.23	15,990.01	2,253.93	0.00	-367.63	4,207.54	32,886.08
DISCOVERY		4,062.68	9,339.62	364.65	0.00	0.00	4,153.59	17,920.54
IDX	500	20,213.85	30,440.71	4,037.39	0.00	-1,481.85	-4,115.89	49,094.21
PRUJEN	MCG	10,835.80	9,124.90	1,351.85	0.00	-1,662.30	53.95	19,704.20
AF	FUN INV	6,037.25	8,868.16	1,221.32	0.00	-38.70	7,542.85	23,630.88
VS	BLUCP	7,636.32	14,014.87	1,774.54	0.00	0.00	8,295.46	31,721.19
VS	VALUE	5,654.78	5,815.22	753.14	0.00	0.00	-271.86	11,951.28
IDX	MID	13,933.47	17,511.44	2,185.69	0.00	-38.55	-209.97	33,382.08
OPINTGRW		3,008.47	11,408.24	-824.50	0.00	-296.96	-421.13	12,874.12
IDX	SMALL	8,931.80	10,960.53	903.02	0.00	-37.32	-203.27	20,554.76
US	SML CAP	1,242.85	1,875.38	151.62	0.00	0.00	568.28	3,838.13
IDX	INTL	4,611.17	10,727.69	-789.74	0.00	-38.03	-126.55	14,384.54
SMCP	GR IN	2,058.40	10,849.60	196.28	0.00	-276.79	642.73	13,470.22
VS	INTSM	1,989.61	2,831.81	-27.00	0.00	-1,431.30	12,864.11	16,227.23
ASTMIDCAP		3,755.94	7,923.25	482.67	0.00	0.00	370.50	12,532.36
DFA	TAVA	2,520.29	3,036.89	98.65	0.00	0.00	-558.24	5,097.59
LOAN SA	1	28,141.33	0.00	2,916.34	0.00	-3,654.08	54,152.13	81,555.72
LOAN SA	2	0.00	0.00	23.35	0.00	0.00	973.04	996.39

GRP	TOTAL	2,657,064.27	1,054,073.59	149,143.98	0.00	-142,008.80	35,286.69	3,753,559.73

* May include fees, charges and applicable credits

TRANSFERS includes Rollovers, Existing Balance Changes, Unvested Money Transfers, Loan Issues and Repayments.

CONTINUED ...

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
Alhambra Healthcare & Wellness Centre, LP	90-0853498	0.00%
Bakersfield Healthcare & Wellness Centre, LLC	27-0716944	0.00%
Bay Vista Healthcare & Wellness Centre, LP	47-1554753	0.00%
Brookdale Healthcare & Wellness, Centre, LP	47-1469431	0.00%
B-East, LLC	20-4754094	0.98%
B-San Diego, LLC	20-4754141	4.75%
B-Spring Valley, LLC	20-4754166	0.00%
Cadence Healthcare, LLC	80-0614628	0.00%
Centinela Assisted Living Management, LLC	26-3833294	0.00%
Centinela Skilled Nursing & Wellness Centre East, LLC	26-3725120	0.00%
Centinela Skilled Nursing & Wellness Centre West, LLC	26-3725293	0.00%
Clairemont Healthcare & Wellness Centre, LLC	90-0806002	0.00%
CNRC, LLC	20-4754230	2.18%
Country Villa Novato Healthcare Center, LLC	26-0224087	9.06%
Country Villa Pomona Healthcare Center, LLC	26-1982629	1.27%
Driftwood Healthcare & Wellness Center, LLC	27-2296101	1.66%
Eureka Rehabilitation & Wellness Center, LP	27-4853251	0.11%
Fortuna Rehabilitation & Wellness Center, LP	27-4853759	0.64%
Four Seasons Assisted Living Center, LLC	45-2614498	0.00%
Four Seasons Healthcare & Wellness Center, LP	45-2606151	0.00%
Fresno Skilled Nursing & Wellness Centre, LLC	26-3896892	0.00%
Fullerton Healthcare & Wellness Centre, LLC	90-1032949	0.00%
Gardenview Healthcare & Wellness Centre, LP	47-1603445	0.00%
Granada Rehabilitation & Wellness Center, LP	27-4853078	0.57%
Grand Avenue Healthcare & Wellness Center, LP	35-2505308	0.00%
Granite Hills Healthcare & Wellness Centre, LLC	27-0907657	0.73%
Gridley Assisted Living & Retirement, LLC	27-1541993	0.00%
Gridley Healthcare & Wellness Centre, LLC	27-0994031	0.00%
Hacienda Heights Healthcare & Wellness Centre, LP	47-1603475	0.00%
Hawthorne Healthcare & Wellness Centre, LLC	80-0767121	0.00%
Highland Park Skilled Nursing & Wellness Centre, LLC	26-1993264	6.92%
Imperial Heights Healthcare & Wellness Centre, LLC	27-0387731	1.15%
Indio Healthcare & Wellness Center, LLC	27-2769892	0.00%
Laibco, LLC	20-3982998	1.80%
Lawndale Healthcare & Wellness Centre, LLC	27-4321498	0.00%
Lighthouse Healthcare Center, LLC	20-8565245	1.89%
Los Feliz Healthcare & Wellness Centre, LP	47-1567187	0.00%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
Mar Vista Country Villa Healthcare & Wellness Centre, LP	47-1661149	0.00%
Maywood Skilled Nursing & Wellness Centre, LLC	26-4504718	1.72%
Montecito Heights Healthcare & Wellness Centre, LP	80-0960276	0.00%
Monterey Healthcare & Wellness Centre, LP	36-4770161	0.45%
North Hills Healthcare & Wellness Centre, LP	47-1581232	0.00%
North Palms Rehabilitation & Wellness Centre, LP	47-1634312	0.00%
North Point Healthcare & Wellness Centre, LP	32-0448266	0.00%
Norwalk Skilled Nursing & Wellness Centre, LLC	26-0532659	6.13%
Oakhurst Skilled Nursing & Wellness Centre, LLC	26-3896668	0.00%
Ontario Grove Healthcare & Wellness Centre, LP	47-1673649	0.00%
Orange Healthcare & Wellness Centre, LLC	27-0716748	1.11%
Overland Terrace Healthcare & Wellness Centre, LP	47-1673649	1.40%
Oxnard Manor, LP	73-1686304	0.59%
Pacific Rehabilitation & Wellness Center, LP	27-4853405	0.60%
Pavilion on Pico Healthcare & Wellness Centre, LP	47-1668069	0.00%
Pine Grove Healthcare & Wellness Centre, LP	90-0852683	3.42%
Point Loma Rehabilitation Center, LLC	20-4747776	4.90%
Riverside Healthcare & Wellness Centre, LLC	27-0716839	0.53%
San Gabriel Healthcare & Wellness Centre, LP	61-1684895	0.00%
San Marino Gardens Wellness Centre, LP	45-3025802	0.62%
San Mateo Healthcare & Wellness Centre, LP	80-0817283	19.86%
San Rafael Rehabilitation & Wellness Center, LP		0.07%
Santa Ana Healthcare & Wellness Centre, LP	47-1673805	1.05%
Seaview Rehabilitation & Wellness Center, LP	27-4853592	1.86%
Secrom, Inc.	20-3117299	0.00%
Skyline Healthcare & Wellness Center, LLC	27-2296214	0.00%
Solnus Eight, LLC	27-1783363	0.96%
Solnus Five, LLC	27-1783313	0.59%
Solnus Four, LLC	27-1783292	4.92%
Solnus One, LLC	27-1783234	0.00%
Solnus Seven, LLC	27-1783342	0.67%
Solnus Six, LLC	27-1783328	2.11%
Solnus Three, LLC	27-1783275	3.93%
Solnus Two, LLC	27-1783250	0.00%
Sonata Healthcare, LLC	20-8919772	0.19%
South Pasadena Rehabilitation Center, LLC	20-4647209	6.52%
The Healthcare Center of Downey, LLC	45-3456314	0.80%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2014 and ending 12/31/2014		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
The Rehabilitation & Wellness Centre of Dallas, LLC	90-1022741	0.00%
Verdugo Valley Skilled Nursing & Wellness Centre, LLC	26-0782704	0.80%
Vernon Healthcare Center, LLC	20-8948994	0.34%
West Pico Terrace Assisted Living Center, LP	30-0840274	0.00%
West Pico Terrace Healthcare & Wellness Centre, LP	47-1705912	0.10%
Westwood Healthcare & Wellness Centre, LP	47-1671687	0.00%
Wish-I-Ah Skilled Nursing & Wellness Centre, LLC	26-3896769	0.00%
York Healthcare & Wellness Centre, LP	35-2446690	0.08%
		100.00%

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box attach a list of participating employer information in accordance with the form instructions); or ☐ a single-employer plan; ☐ a DFE (specify) _____ B This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months). C If the plan is a collectively-bargained plan, check here ☐ D Check box if filing under: ☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information --- enter all requested information	
1a Name of plan Rockport Clients 401(k) Plan and Trust 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Rockport Administrative Services, LLC 5900 Wilshire Blvd. Suite 1600 US Los Angeles CA 90036	1b Three-digit plan number (PN) ▶ 002 1c Effective date of plan 01/01/2013 2b Employer Identification Number (EIN) 27-2831270 2c Plan Sponsor's telephone number (323) 330-6500 2d Business code (see instructions) 623000

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	 Signature of plan administrator	4/3/18 Date	Steven Stroll Enter name of individual signing as plan administrator
SIGN HERE	 Signature of employer/plan sponsor	4/3/18 Date	Steven Stroll 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)

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

Form 5500 (2014)
v.140124

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 5,298
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 5,223
a(2) Total number of active participants at the end of the plan year	6a(2) 5,128
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 79
d Subtotal. Add lines 6a(2) , 6b , and 6c .	6d 5,207
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 5,207
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 351
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: 2F 2G 2J 3D 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

[illegible]