

HENRY JACK & ASSOCIATES INC
Form 11-K
June 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK
PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____

Commission file number 0-14112

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

Jack Henry & Associates, Inc. 401(k) Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Jack Henry & Associates, Inc.
663 Highway 60, P.O. Box 807, Monett, MO 65708

REQUIRED INFORMATION

The following financial statements and schedules have been prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974, as amended:

1. Statement of Net Assets Available for Plan Benefits at December 31, 2013 and 2012.
2. Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2013.

EXHIBITS

23. Consent of Independent Registered Public Accounting Firm

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

JACK HENRY & ASSOCIATES, INC.
401(K) RETIREMENT SAVINGS PLAN

By: /s/ Kevin D. Williams
Kevin D. Williams, Chief Financial Officer
Date: June 27, 2014

Jack Henry & Associates, Inc. 401(k) Retirement Savings Plan
Financial Statements as of December 31, 2013 and 2012 and for the Year Ended December 31, 2013,
Supplemental Schedules as of and for the year ended December 31, 2013, and Report of Independent Registered
Public Accounting Firm

JACK HENRY & ASSOCIATES, INC.
401(k) RETIREMENT SAVINGS PLAN
TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2013	3
Notes to Financial Statements	4-12
SUPPLEMENTAL SCHEDULES	
Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013	14-15
Form 5500, Schedule H, Part IV, Question 4a - Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2013	16

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for NOTE: Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees
Jack Henry & Associates, Inc.
401(k) Retirement Savings Plan
Monett, Missouri

We have audited the accompanying statements of net assets available for benefits of the Jack Henry & Associates, Inc. 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013, and schedule of delinquent participant contributions for the year ended December 31, 2013, are presented for the purpose of additional analysis and are not a required part of the basic 2013 financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2013 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic 2013 financial statements taken as a whole.

/s/ Deloitte & Touche LLP
Kansas City, Missouri
June 26, 2014

JACK HENRY & ASSOCIATES, INC.
401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Participant-directed investments	\$411,010,460	\$303,825,676
Receivables:		
Employer contributions	—	376,066
Employee contributions	—	807,569
Notes receivable from participants	11,395,674	9,954,024
Total receivables	11,395,674	11,137,659
NET ASSETS AVAILABLE FOR BENEFITS	\$422,406,134	\$314,963,335

See notes to financial statements

JACK HENRY & ASSOCIATES, INC.
401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS:

Employer contributions	\$13,266,986
Participant contributions	24,439,710
Rollover accounts for new Plan participants	3,798,691
Net appreciation in fair value of investments	75,884,982
Dividends	2,929,516
Interest and other income	4,621,635
Interest income on notes receivable from participants	360,263

Total additions 125,301,783

DEDUCTIONS:

Administrative expenses	36,000
Distributions to participants	17,822,984

Total deductions 17,858,984

INCREASE IN NET ASSETS 107,442,799

NET ASSETS AVAILABLE FOR BENEFITS - Beginning of year 314,963,335

NET ASSETS AVAILABLE FOR BENEFITS - End of year \$422,406,134

See notes to financial statements

JACK HENRY & ASSOCIATES, INC.
401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

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

1. DESCRIPTION OF PLAN

The following description of the Jack Henry & Associates, Inc. 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution 401(k) plan benefiting Jack Henry & Associates, Inc. (the "Company") employees. An eligible employee must have attained the age of 18 and completed 30 days of service to be a participant. Participants are eligible to receive safe harbor employer matching contributions ("Safe Harbor Contributions") after six months of service. Additionally, the Company may make a Company discretionary contribution to all eligible employees who meet the same minimum service requirement, and the Company may also make an applicable qualified non-elective contribution (QNEC) to each non-highly compensated employee, actively employed on the last day of the Plan year, who has completed a year of service (1000 hours of service), if otherwise required under the Plan. The Company is the Plan administrator and Prudential Bank and Trust, FSB ("Prudential" or "Plan Trustee") was appointed Plan Trustee to, among other things, hold and invest the Plan's investments in accordance with the direction of the Plan Administrator and terms of the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan also contains an Employee Stock Ownership Plan (ESOP) component that provides for a portion of the Plan's assets to be invested in Jack Henry & Associates, Inc. common stock. Participants are provided the option of receiving a direct cash distribution of any dividends paid on such stock held in participant elective contribution accounts and, if they are 100% vested as of the dividend record date, the Company will match those contribution accounts. Dividends paid on Company stock are automatically reinvested, unless cash distribution was elected.

Contributions - Effective January 1, 2011, the Plan was amended to provide for an automatic deferral of 2% of compensation for new participants, when no other election is made. In 2011, the Plan was also amended to allow post-tax "Roth" deferrals by participants effective July 1, 2011. Participants may elect to defer applicable salary and compensation amounts into the Plan, up to the maximum contribution allowable under section 401(k) of the Internal Revenue Code (IRC). The total amount that a participant could elect to contribute to the Plan on a pre-tax basis in 2013 could not exceed \$17,500. If a participant reached age 50 by December 31, 2013, they were able to contribute an additional \$5,500 "catch up" contribution to the Plan on a pre-tax basis.

The Company matches 100% of participant contributions up to a maximum of the lesser of 5% of the participant's eligible compensation or \$5,000. In addition to the Company matching contributions, the Company may make other discretionary contributions, as well as Company QNEC contributions equal to a uniform percentage of each participant's eligible compensation, which is determined each year by the Company. No Company discretionary or other QNEC contributions were made in 2013.

Participant Accounts - Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, Safe Harbor Contributions, Company contribution account, and/or allocations of Company QNEC contributions and Plan investment earnings, and charged with withdrawals and an allocation of Plan investment losses.

Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments - Participants direct the investment of their contributions and Company contributions into various investment options offered by the Plan. The Plan currently offers Jack Henry & Associates, Inc. common stock, twenty-two mutual funds, eight pooled separate accounts and a guaranteed investment contract (GIC), as investment options for participants.

Vesting - Participants are vested immediately in their voluntary contributions, Safe Harbor Contributions, and the earnings on these contributions. Vesting in the Company contribution and other QNEC portion of their accounts, if applicable, is based on years of service with an employee vesting 20% after two years of service and subsequently vesting 20% each year until becoming fully vested with six years of continuous service.

Participant Loans - Participants may borrow, as defined in the Plan, from their fund accounts a minimum amount of \$1,000 up to the lesser of (1) \$50,000 less the amount of highest outstanding loan balance in the previous 12 months or (2) 50% of their vested account balances. Loan terms range from one to five years, unless the loan is to be used to purchase the participant's principal residence, in which case the term may extend beyond five years. The loans are secured by the balance in the participant's account and bear interest at a rate as defined by the Plan (ranging from 3.25% to 11.00% as of December 31, 2013). Principal and interest are paid through payroll deductions.

Payment of Benefits - Upon termination of service due to death, disability, or retirement, a participant/beneficiary may elect to receive a lump-sum amount equal to the value of his or her account as soon as administratively feasible following the date on which a distribution is requested or is otherwise payable. A participant/beneficiary may also elect to receive the value of his or her account in installment payments or have the balance rolled over into an individual retirement account.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$4,430 and \$11,926, respectively. These accounts are used first as restoration of participant's forfeitures, then as offset to Plan expenses, then as a reduction to future Company discretionary contributions. Forfeitures are restored when a participant is rehired and had previously forfeited any fund balance in the Company contribution account, including any applicable QNEC source.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein.

Actual results could differ from those estimates.

Risk and Uncertainties - The Plan utilizes various investment instruments, including common stock, mutual funds, pooled separate accounts and a GIC. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Fair value of a financial instrument 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.

The Company's common stock is valued at the closing price reported on the NASDAQ Stock Market on the last business day of the Plan year. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end.

The units of pooled separate accounts are stated at fair value as determined by the issuer of the account based on the fair value of the underlying investments. Individual participant accounts invested in the pooled separate accounts are maintained on a unit value basis. The Plan's GIC with Prudential is valued at contract value, which is equal to fair value (see Note 5).

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.

Management fees and operating expenses charged to the Plan for investments in the mutual funds 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 such investments.

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

Administrative Expenses - Administrative expenses of the Plan are paid by either the Plan or the Company, as provided in the Plan document.

Benefits Payable - Benefits are recorded when paid. As of December 31, 2013 and 2012, there were no distributions payable to Plan participants.

3. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques - Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Shares of registered investment companies held are primarily categorized as Level 1; they are valued at quoted market prices that represent the net asset value of shares held at Plan year-end.

Pooled separate accounts are categorized as Level 2. They are valued using third party pricing services. These services use, for example, model-based pricing methods that use observable market data as inputs. Broker dealer bids or quotes of securities with similar characteristics may also be used.

The GIC's asset valuation techniques are listed in footnote 5. The GIC is categorized as level 2.

The Company's common stock is valued at the closing price reported on the active market on which the securities are traded (NASDAQ Global Select) on the last business day of the Plan year. The Company's common stock is categorized as Level 1.

The following tables, set forth by level within the fair value hierarchy, is a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2013 and 2012:

	December 31, 2013			
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Balanced funds	\$39,658,897	\$—	\$—	\$39,658,897
Fixed income fund	1,753,493	—	—	1,753,493
International fund	40,515,349	—	—	40,515,349
Domestic stock funds	156,390,050	—	—	156,390,050
Total mutual funds	238,317,789	—	—	238,317,789
Pooled separate accounts:				
Balanced funds	—	3,109,138	—	3,109,138
Domestic stock funds	—	22,849,166	—	22,849,166
Fixed income fund	—	23,617,923	—	23,617,923
Total pooled separate accounts	—	49,576,227	—	49,576,227
Guaranteed Investment Contract	—	46,314,141	—	46,314,141
Common stock - Jack Henry & Associates, Inc.	76,802,303	—	—	76,802,303
Total investments at fair value	\$315,120,092	\$95,890,368	\$—	\$411,010,460

	December 31, 2012			Total
	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Mutual funds:				
Balanced funds	\$31,009,737	\$—	\$—	\$31,009,737
Fixed income fund	2,443,611	—	—	2,443,611
International fund	29,291,902	—	—	29,291,902
Domestic stock funds	108,456,939	—	—	108,456,939
Total mutual funds	171,202,189	—	—	171,202,189
Pooled separate accounts:				
Balanced funds	—	2,553,825	—	2,553,825
Domestic stock funds	—	16,894,906	—	16,894,906
Fixed income fund	—	21,362,986	—	21,362,986
Total pooled separate accounts	—	40,811,717	—	40,811,717
Guaranteed Investment Contract	—	42,473,674	—	42,473,674
Common stock - Jack Henry & Associates, Inc.	49,338,096	—	—	49,338,096
Total investments at fair value	\$220,540,285	\$83,285,391	\$—	\$303,825,676

The valuation methods as described in Note 2 may produce a fair value calculation 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 Plan's policy is to recognize transfers between levels at the end of the reporting period. For the years ended December 31, 2013 and 2012, there were no transfers in or out of Levels 1, 2, or 3.

4. INVESTMENTS

The components of the Plan's individual investments, which represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012, were as follows:

	2013	2012	
* Common stock - Jack Henry & Associates, Inc.	\$76,802,303	\$49,338,096	
* Prudential - Guaranteed Income Fund	46,314,141	42,473,674	
JP Morgan Funds - Large Cap Growth Fund	42,771,105	—	**
JP Morgan Funds - Large Cap Growth Select Fund	28	** 30,656,169	
American Funds - Europac Fund	40,515,349	29,291,902	
Blackrock Funds - Blackrock Eq Dividend 1	34,765,738	25,249,373	
* Prudential - Core Plus Bond/PIMCO Fund	23,617,354	21,362,986	

* Represents a party-in-interest to the Plan

** Amount is less than 5% as of December 31, but is presented for comparative purposes.

During 2013, the Plan's investments (including gains and losses on investments bought, sold, as well as held during the year) (depreciated)/appreciated, as follows:

American Funds - Europac Fund	\$6,107,885	
Diamond Hill - Small Cap Fund	2,346,818	
Loomis Sayles Funds - Loomis Small Cap Growth Fund	3,622,726	
John Hancock Funds - Disciplined Value Mid Cap I	3,972,447	
Blackrock Funds - Blackrock Eq Dividend I	5,916,644	
Blackrock Funds - Inflation Protect Fund	(269,991)
Invesco Funds - Charter Institutional Fund	3,202,963	
JP Morgan Funds - JP Morgan Gov't Bond A	(145,267)
JP Morgan Funds - Large Cap Growth Select Fund	10,400,267	
T Rowe Price Funds - T Rowe Blue Chip Fund	1,659,861	
T Rowe Price Funds - T Rowe RA 2005	20,344	
T Rowe Price Funds - T Rowe RA 2010	130,821	
T Rowe Price Funds - T Rowe RA 2015	129,983	
T Rowe Price Funds - T Rowe RA 2020	751,407	
T Rowe Price Funds - T Rowe RA 2025	149,510	
T Rowe Price Funds - T Rowe RA 2030	1,703,766	
T Rowe Price Funds - T Rowe RA 2035	215,835	
T Rowe Price Funds - T Rowe RA 2040	2,489,253	
T Rowe Price Funds - T Rowe RA 2045	80,283	
T Rowe Price Funds - T Rowe RA 2050	47,469	
T Rowe Price Funds - T Rowe RA 2055	72,864	
T Rowe Price Funds - T Rowe RA Income Fund	83,614	
Vanguard Funds - Vanguard Ext Mkt Index Fund	1,922,033	
*Common stock - Jack Henry & Associates, Inc.	25,556,910	
*Prudential Retirement Insurance and Annuity Company - Core Plus Bond/PIMCO Fund	(263,614)
*Prudential Retirement Insurance and Annuity Company - MC GR/Goldman Sachs Fund	2,454,790	
*Prudential Retirement Insurance and Annuity Company - IFX Long-term Growth Fund (I)	200,889	
*Prudential Retirement Insurance and Annuity Company - IFX Long-term Income & Equity Fund (I)	24,715	
*Prudential Retirement Insurance and Annuity Company - Dryden S&P 500 Index Fund	3,078,330	
*Prudential Retirement Insurance and Annuity Company - IFX Long-term Balanced Fund (I)	128,028	
*Prudential Retirement Insurance and Annuity Company - IFX Long-term Conservative Fund (I)	93,399	
	\$75,884,982	

* Represents a party-in-interest to the Plan.

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a fully benefit-responsive GIC with Prudential. Prudential maintains the contributions in a general account, which is credited with earnings and charged for participant withdrawals and

administrative expenses. The GIC is included in the financial statements at fair value, which is equal to contract value. The concept of a value other than contract value does not apply to this GIC even upon a discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. There are no specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The insurer owns a promise to pay interest at crediting rates, which are announced in advance and guaranteed for a six-month period. This contract is not a traditional GIC and therefore there are no cash flows that could be discounted. As a result, the fair value of the GIC is equal to the contract value. Contract value represents contributions made under the contract, plus transfers to the fund and credited interest, less participant withdrawals, transfers out of the fund and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Limitations on the Ability of the GIC to Transact at Contract Value - The GIC does not have any restrictions that impact the ability of the Plan to collect the full contract value. However, the GIC does allow disbursements to be deferred over a period of time if the value of the disbursements exceeds 10% of the total beginning net assets of the guaranteed income fund pool in which the GIC belongs. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. Prudential may not terminate the contract at any amount less than the contract value.

Average Yields - Prudential is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with Prudential, but may not be less than 1.50%. Such interest rates are reviewed on a semi-annual basis for resetting. The crediting rate of the product will be established based on current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula.

	December 31, 2013	December 31, 2012
Average yields:		
Based on annualized earnings (1)	2.35%	2.70%
Based on interest rate credited to participants (2)	2.35%	2.70%

(1) Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date.

6. EXEMPT PARTIES-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a guaranteed investment contract, managed by Prudential. Prudential is the Plan Trustee, as defined by the Plan, and these transactions qualify as exempt party-in-interest transactions. In addition, the Company pays certain fees on behalf of the Plan for accounting services.

At December 31, 2013 and 2012, the Plan held 1,297,117 and 1,258,568 shares, respectively, of common stock of the Company, the sponsoring employer, with a cost basis of \$30,148,314 and \$26,085,127, respectively. During the year ended December 31, 2013, the Plan received \$939,046 in dividend income.

7. PLAN TERMINATION

Although it has not expressed an intention 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, employees become 100% vested in any non-vested portion of their accounts.

8. FEDERAL INCOME TAX STATUS

The Plan was restated to comply with applicable law changes and updates effective December 1, 2008, and an Internal Revenue Service (IRS) determination letter was received on September 14, 2013. The Plan Administrator reasonably believes that the Plan, as restated and amended, is designed and is being operated in compliance with applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the relevant taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

9. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

For plan years 2011 and 2012, the Company remitted certain participant contributions to the trustee later than permitted by Department of Labor (DOL) Regulation 2510.3-102. The Company has credited participant accounts with the amounts of investment income that would have been earned had the participant contributions been remitted on a timely basis. The Company has filed under the DOL's Voluntary Fiduciary Correction Program to correct the untimely contributions.

10. NET ASSET VALUE (NAV) PER SHARE

The following tables for December 31, 2013 and 2012, set forth a summary of the Plan's investments with a reported NAV.

Investment	Fair Value Estimated Using Net Asset Value per Share December 31, 2013				
	Fair Value*	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Equity Index Funds (a)	\$22,849,166	None	Immediate	Up to 30 days if negative cash flow	None
Balanced Funds (b)	3,109,138	None	Immediate	Up to 30 days if negative cash flow	None
Bond Funds (c)	23,617,923	None	Immediate	Up to 30 days if negative cash flow	None
Total	\$49,576,227				

Fair Value Estimated Using Net Asset Value per Share
December 31, 2012

Investment	Fair Value*	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Equity Index Funds (a)	\$16,894,906	None	Immediate	Up to 30 days if negative cash flow	None
Balanced Funds (b)	2,553,825	None	Immediate	Up to 30 days if negative cash flow	None
Bond Funds (c)	21,362,986	None	Immediate	Up to 30 days if negative cash flow	None
Total	\$40,811,717				

*The fair values of the investments have been estimated using the net asset value of the investment.