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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/29/1969

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

GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

2b Employer Identification Number (EIN) 94-1441610

2c Sponsor's telephone number 209-667-2651

2d Business code (see instructions) 112300

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.	08/23/2013	BARRY MARCUS
	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 Name ☐ Same as Plan Sponsor Address

GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

3b Administrator's EIN
94-1441610

3c Administrator's telephone number
209-667-2651

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**	266
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	177
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	75
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	256
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	22
f	Total. Add lines **6d** and **6e**	**6f**	278
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	278
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☒		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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

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

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

AMERICAN INVESTORS COMPANY

2682 BISHOP DRIVE STREET 123
P.O. BOX 1307
SAN RAMON, CA 94583

94-2201424

(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?
27 28	INVESTMENT ADVISOR	44225	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FOX & FOX BENEFIT CONSULTANTS

1990 SHAW AVE., SUITE B
CLOVIS, CA 93611

77-0228429

(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 17	TPA	8520	Yes [ ] No [X]	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.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

Part I **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
0					

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears
0	0				

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
			0

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
0	0				

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	37310
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	670328	710527
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	32820	29241
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1378355	1314187
(2) U.S. Government securities	1c(2)	322488	318773
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	0	1410770
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	140936	86910
(B) Common	1c(4)(B)	4519200	4435398
(5) Partnership/joint venture interests	1c(5)	295628	318763
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	2676415	2439009
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2244432	2445384
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	12280602	13546272
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	17656	23532
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	17656	23532
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12262946	13522740

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)	710527	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		710527
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	144473	
	(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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		144473
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	225822	
	(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)		225822
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	321837	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		321837

		(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)		
(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		58225
d Total income. Add all **income** amounts in column (b) and enter total	2d		1460884
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	141994	
(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)		141994
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		1095
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	13770	
(4) Other	2i(4)	44231	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		58001
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		201090
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1259794
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) [X] 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 [X] No

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

(1) Name: ATHERTON & ASSOCIATES **(2)** EIN: 94-1239084

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

GEMPERLE BROTHERS
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2012



ATHERTON
& ASSOCIATES, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

July 26, 2013

Board of Trustees
Gemperle Brothers Profit Sharing Plan
Turlock, California

Report on the Financial Statements

We have audited the accompanying financial statements of Gemperle Brothers Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. McGladrey Alliance member firms maintain their name, autonomy and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relationships.

effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4i – Schedule of Assets Held at End of Year, Schedule H, Line 4i – Schedule of Assets Acquired and Disposed of Within Year and Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Atherton & Associates, LLP

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Money market funds	$ 1,314,187	$ 1,345,178
Corporate stocks, common	4,435,398	3,690,341
Corporate stocks, preferred	86,910	140,936
U.S. Government securities	318,773	322,488
Mutual funds	2,445,384	2,244,432
Exchange traded funds	1,410,770	828,859
Partnership interests	318,763	295,628
Notes receivable	2,439,009	2,676,415
Total investments	12,769,194	11,544,277
Receivables		
Employers' contributions	710,527	670,328
Interest receivable	29,241	32,820
Total receivables	739,768	703,148
Cash	37,310	33,177
Total assets	13,546,272	12,280,602
LIABILITIES, accrued expenses	23,532	17,656
NET ASSETS AVAILABLE FOR BENEFITS	$ 13,522,740	$ 12,262,946

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net appreciation in fair value of investments	$ 321,837
Interest	144,473
Dividends	225,822
Other investment income	58,225
Total investment income	750,357
Employers' contributions	710,527
Total additions	1,460,884
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	141,994
Administrative expenses	59,096
Total deductions	201,090
Net increase in net assets	1,259,794
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	12,262,946
End of year	$ 13,522,740

Note 1 Description of the Plan

The following description of the Gemperle Brothers Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General The Plan is a defined contribution plan covering all full-time employees of Gemperle Brothers and Gemperle Egg Packing, Inc. (the Company) who have completed one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed.

Contributions Each year the Company contributes a percentage of qualified employee earnings. Contributions are at management's discretion. The Plan does not allow participant contributions.

Participant Accounts Each participant's account is credited with an allocation of (a) the Company's contributions, (b) Plan earnings, and charged with an allocation of administrative expenses, and (c) forfeitures of terminated participants' nonvested accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Notes Receivable from Participants The Plan does not allow for participant loans.

Payment of Benefits On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in installments.

Vesting A participant's vesting in the Company contributions portion of their account plus earnings thereon is based on years of continuous service. A participant becomes 100 percent vested after six years of credited service.

Forfeited Accounts At December 31, 2012, there were no forfeited nonvested accounts which had not been allocated to eligible participants.

Administrative Expenses Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. While the Company does pay some administrative expenses of the Plan directly, the majority of the administrative expenses are paid by the Plan.

Note 2 Summary of Accounting Policies

Basis of Accounting The Plan maintains its financial statements and accounting records on the accrual basis of accounting.

Investment Valuations and Income Recognition The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest income earned in brokerage accounts are recorded when paid. Interest income earned on all other income producing assets is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Note 2 Summary of Accounting Policies (Continued)

Payment of Benefits The Plan records benefits when paid. Total vested benefits due to terminated and retired participants but not paid was $2,652,950 as of December 31, 2012.

Recent Accounting Pronouncements In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs, (ASU 2011-04). ASU 2011-04 amended ASC 820, Fair Value Measurements. This update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for non-public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of ASU 2012-04 on subsequent periods has not yet been determined.

Accounting for Uncertainty in Income Taxes The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes for uncertain tax provisions has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through July 26, 2013, the date the financial statements were available to be issued.

Note 3 Concentration of Credit Risk

The Plan maintains its cash and money market funds balances at various institutions, which at times may exceed federally insured limits. The uninsured cash and money market funds amount to $945,000 at December 31, 2012.

The Federal Deposits Insurance Corporation (FDIC) insures the money market funds held in the Plan's TD Ameritrade account for a maximum of $500,000. Securities held in the Plan's TD Ameritrade account are insured by the Securities Investor Protection Corporation for a maximum of $500,000. In addition, TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only.

Note 4 Investments

Investments that represent 5% or more of the Plan's net assets at December 31 are identified separately as follows:

	2012
Money Market – Bank of America	$1,195,000
	2011
Money Market – TD Ameritrade	$1,070,178

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Corporate stocks	$ 238,392
U.S. government securities	(3,699)
Mutual funds	77,415
Partnership interests	9,729
Net appreciation in fair value of investments	$ 321,837

Note 5 Transactions with Party-In-Interest

Gemperle Brothers and Gemperle Egg Packing Inc., the Plan's trustees, Fox and Fox, the Plan's third party administrator, American Investor's Company, the Plan's investment advisor, and Atherton and Associates, LLP, the Plan's auditor, are parties-in-interest according to Section 3(14) of ERISA.

Note 6 Income Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Note 7 Plan Termination

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 8 Risk 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 and balances and the amounts reported in the statements of net assets available for benefits.

Note 9 Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

There have been no changes in the methodologies used at December 31, 2012 and 2011. The following is a description of the valuation methodologies used for assets measured at fair value.

Money market funds and mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common stocks, preferred stocks, ETFs and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Note 9 Fair Value Measurements (Continued)

Partnership interests: Valued by comparing the discounted fair market value of the property to the book value of the underlying assets.

Notes receivable: Valued at amortized cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,314,187	$ -	$ -	$ 1,314,187
Corporate stocks, common				
Large core	1,095,519	-	-	1,095,519
Large value	1,197,830	-	-	1,197,830
Large growth	718,303	-	-	718,303
Mid core	537,182	-	-	537,182
Mid value	229,475	-	-	229,475
Mid growth	172,519	-	-	172,519
Small core	30,160	-	-	30,160
Small value	243,467	-	-	243,467
Small growth	1,060	-	-	1,060
Long term bond	112,608	-	-	112,608
Multi sector bond	58,604	-	-	58,604
Utilities	22,031	-	-	22,031
Natural resources	16,640	-	-	16,640
Corporate stock, preferred				
Mid value	49,650	-	-	49,650
Small value	37,260	-	-	37,260
U.S. government securities	318,773	-	-	318,773
Mutual funds				
Emerging markets bond	44,171	-	-	44,171
Small value	612,429	-	-	612,429
Short term bond	1,788,784	-	-	1,788,784
Exchange traded funds				
Large blend	264,520	-	-	264,520
Large growth	195,390	-	-	195,390
Financial	106,535	-	-	106,535
Government bonds	290,832	-	-	290,832
Precious metals	553,493	-	-	553,493
Partnership interests	-	-	318,763	318,763
Notes receivable	-	-	2,439,009	2,439,009
Total assets at fair value	$10,011,422	$ -	$2,757,772	$12,769,194

Note 9 Fair Value Measurements (Continued)

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market funds	$1,345,178	$ -	$ -	$ 1,345,178
Corporate stocks, common				
Large core	948,294	-	-	948,294
Large value	1,050,266	-	-	1,050,266
Large growth	590,378	-	-	590,378
Mid core	472,681	-	-	472,681
Mid value	205,473	-	-	205,473
Mid growth	118,065	-	-	118,065
Small core	9,592	-	-	9,592
Small value	164,376	-	-	164,376
Long-term bond	83,376	-	-	83,376
Multi-sector bond	47,840	-	-	47,840
Corporate stock, preferred				
Large growth	48,621	-	-	48,621
Mid growth	12,148	-	-	12,148
Mid value	49,090	-	-	49,090
Small value	31,077	-	-	31,077
U.S. government securities	322,488	-	-	322,488
Mutual funds				
Small value	511,794	-	-	511,794
Short-term bonds	1,732,638	-	-	1,732,638
Exchange traded funds				
Large blend	20,039	-	-	20,039
Government bonds	291,000	-	-	291,000
Precious metals	517,820	-	-	517,820
Partnership interests	-	-	295,628	295,628
Notes receivable	-	-	2,676,415	2,676,415
Total assets at fair value	$8,572,234	$ -	$2,972,043	$11,544,277

Note 9 Fair Value Measurements (Continued)

Level 3 gains and losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012.

	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 295,628	$ 2,676,415
Total gains/losses for the period (realized and unrealized) that are included in earnings	49,511	-
Distributions/payments	(26,376)	(237,406)
Balance, end of year	$ 318,763	$ 2,439,009

Note 10 Contingencies

The Plan is currently under an examination with the Internal Revenue Service for plan years ended December 31, 2009 through 2011. As of issuance, a settlement has been reached. The assessment will be paid by the Plan Sponsor and will not be paid from plan assets.

SUPPLEMENTAL SCHEDULE - FORM 5500 PURPOSES

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Money Market Funds			
	TD Ameritrade	Money market	$ 119,187	$ 119,187
	Bank of America	Money market	1,195,000	1,195,000
			$ 1,314,187	$ 1,314,187
	TD Ameritrade - Corporate Stocks - Common			
	TD Ameritrade	Abbott Laboratories	$ 44,178	$ 91,700
	TD Ameritrade	Accenture LTD	23,785	26,600
	TD Ameritrade	Alcoa Inc	29,899	8,680
	TD Ameritrade	Alliance Resource Partners LP	27,480	58,057
	TD Ameritrade	Alliancebernstein Income Fund Common	19,978	19,440
	TD Ameritrade	American Capital Agency Corp	19,827	17,340
	TD Ameritrade	American Capital Mortgage Investment	19,857	18,855
	TD Ameritrade	American Water Works Co Inc	24,947	40,842
	TD Ameritrade	AmerisourceBergen Corp	20,604	56,134
	TD Ameritrade	Annaly Capital Management Inc	48,384	42,120
	TD Ameritrade	Apollo Residential Mortgage Company	19,790	18,171
	TD Ameritrade	Aqua America Inc	25,080	36,859
	TD Ameritrade	Armour Residential Reit Inc	19,778	18,116
	TD Ameritrade	AT&T Inc	25,416	28,654
	TD Ameritrade	Bank America Corp	50,114	63,855
	TD Ameritrade	Baxter International Inc	19,717	43,329
	TD Ameritrade	Baytex Energy Trust	24,785	54,050
	TD Ameritrade	Berkshire Hathaway Inc	58,070	89,700
	TD Ameritrade	Boeing Company	10,014	22,608
	TD Ameritrade	BP P L C Sponsored ADR	47,154	43,306
	TD Ameritrade	Bristol Myers Squibb Co.	56,599	48,885
	TD Ameritrade	Cameron International	19,590	98,240
	TD Ameritrade	Cardinal Health	13,919	12,354
	TD Ameritrade	CareFusion Corporation	5,515	4,287
	TD Ameritrade	Caterpillar Inc	23,432	116,491
	TD Ameritrade	Centurylink Inc	19,351	20,538
	TD Ameritrade	ChevronTexaco Corp	32,257	108,140

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	Cimarex Energy	$ 20,415	$ 43,298
	TD Ameritrade	Cisco Systems	45,910	49,124
	TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	22,031
	TD Ameritrade	Colgate-Palmolive Company	23,047	41,816
	TD Ameritrade	Comcast Corp	34,181	52,304
	TD Ameritrade	Conocophillips Corp	21,594	23,196
	TD Ameritrade	Consolidated Water Co Ltd	24,866	14,430
	TD Ameritrade	Covidien Ltd	30,707	40,418
	TD Ameritrade	Cummins Inc	25,903	32,505
	TD Ameritrade	Devon Energy Corp	19,765	37,989
	TD Ameritrade	Diamond Offshore Drilling Inc	25,705	84,950
	TD Ameritrade	Dominion Resources Inc	14,335	25,900
	TD Ameritrade	E M C Corp Mass	25,448	25,300
	TD Ameritrade	Edison International	15,987	27,114
	TD Ameritrade	Energy Transfer Partners LP	41,477	28,248
	TD Ameritrade	Ensco International Inc	19,895	42,978
	TD Ameritrade	Enterprise Products Partners LP	40,099	53,836
	TD Ameritrade	Exelon Corp	16,406	11,896
	TD Ameritrade	Express Scripts Holding	10,016	43,740
	TD Ameritrade	Exxon Mobil	58,615	128,094
	TD Ameritrade	Fortinet Inc	11,404	10,510
	TD Ameritrade	Frontier Communications Crp	20,344	14,980
	TD Ameritrade	Gamco Global Gold Natural Resources Inc	21,229	16,640
	TD Ameritrade	General Electric Co	127,380	88,578
	TD Ameritrade	Gilead Sciences Inc	25,774	102,830
	TD Ameritrade	Great Plains Energy Inc.	13,581	1,726
	TD Ameritrade	Halliburton Co	12,480	62,442
	TD Ameritrade	Hess Corporation	9,732	27,804
	TD Ameritrade	Hewlett-Packard Co	258,792	85,500
	TD Ameritrade	Hospira Inc.	2,749	4,374
	TD Ameritrade	Intel Corp	27,550	37,116
	TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	18,725
	TD Ameritrade	Johnson & Johnson	59,943	106,552
	TD Ameritrade	Joy Global Inc	24,414	31,890

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	JP Morgan Chase & Co	$ 104,800	$ 131,907
	TD Ameritrade	Kinder Morgan Energy Partners LP	45,179	79,790
	TD Ameritrade	Laboratory Corp of America	24,439	51,972
	TD Ameritrade	Magellan Midstream Partners LP	22,729	82,061
	TD Ameritrade	Markwest Energy Partners, LP	23,278	20,404
	TD Ameritrade	Medtronic Inc	19,275	16,408
	TD Ameritrade	Merck & Co Inc	30,117	49,578
	TD Ameritrade	Microsoft Corporation	16,859	26,710
	TD Ameritrade	Molycorp Inc	15,114	3,776
	TD Ameritrade	Nestle S A	19,890	48,878
	TD Ameritrade	Northeast Bancorp	18,868	18,293
	TD Ameritrade	Novartis A G Spon ADR	41,106	63,300
	TD Ameritrade	Occidental Petroleum Corp	9,874	68,949
	TD Ameritrade	Oceaneering International Inc	27,370	43,032
	TD Ameritrade	OGE Energy Corp	32,955	84,465
	TD Ameritrade	Oracle Corp	15,580	33,320
	TD Ameritrade	Patterson-UTI Energy Inc	19,951	23,288
	TD Ameritrade	Pengrowth Energy Trust	23,644	6,461
	TD Ameritrade	Penn West Energy Trust	24,876	8,688
	TD Ameritrade	Pentair LTD	1,404	2,310
	TD Ameritrade	Petroleo Brasileiro SA Petrobras	29,736	19,470
	TD Ameritrade	Pfizer Inc	48,530	52,667
	TD Ameritrade	Pharmerica Corp	615	769
	TD Ameritrade	Phillips 66	6,416	10,620
	TD Ameritrade	Pimco Corporate Opportunity Fund	74,559	93,168
	TD Ameritrade	Pimco Income Strategy Fund	49,226	58,604
	TD Ameritrade	Qualcomm Inc	18,330	30,930
	TD Ameritrade	Royal Dutch Petroleum Co	16,171	27,580
	TD Ameritrade	San Juan Basin Royalty Trust	5,000	8,381
	TD Ameritrade	Schlumberger LTD	14,700	51,974
	TD Ameritrade	Source Capital Inc	25,831	33,943
	TD Ameritrade	Stryker Corp	26,596	32,892
	TD Ameritrade	Suncoke Energy	4,321	2,884
	TD Ameritrade	Symantec Corp	23,571	31,994

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	TE Connectivity Ltd	$ 31,203	$ 29,696
	TD Ameritrade	TEVA Pharmaceutical	28,934	37,340
	TD Ameritrade	Texas Instruments Inc	30,132	30,890
	TD Ameritrade	The ADT Corporation	2,615	4,649
	TD Ameritrade	Tidewater Inc	19,366	29,042
	TD Ameritrade	Transocean Inc	13,524	26,528
	TD Ameritrade	Tyco Intl LTD New	4,008	5,850
	TD Ameritrade	United Natural Foods Inc	43,269	80,385
	TD Ameritrade	US Bancorp (Del)	13,709	31,940
	TD Ameritrade	Varian Medical Systems Inc	25,313	33,364
	TD Ameritrade	Verizon Communications	24,547	28,126
	TD Ameritrade	Wal Mart Stores Inc	31,909	75,053
	TD Ameritrade	Wendy's Company	24,609	23,500
	TD Ameritrade	Windstream Corp	35,351	27,324
	TD Ameritrade	Zimmer Holdings Inc	-	5,000
			3,128,788	4,434,338
	Charles Schwab - Corporate Stocks - Common			
	Charles Schwab	Home Fed Corporation	-	1,060
			$ 3,128,788	$ 4,435,398
	TD Ameritrade - Corporate Stocks - Preferred			
	TD Ameritrade	AES Tr III 6.75% TR Pfd Conv Secs	$ 50,470	$ 49,650
	TD Ameritrade	El Paso Energy Capital Trust	25,322	37,260
			$ 75,792	$ 86,910

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - U.S. Government Securities			
	TD Ameritrade	GNMA Pass-Thru X, 7.00%, 2029	$ 534	$ 663
	TD Ameritrade	US Treasury N/B, 2.25%, 2015	99,812	104,094
	TD Ameritrade	US Treasury N/B, 2.625%, 2016	197,260	214,016
			$ 297,606	$ 318,773
	TD Ameritrade - Exchange Traded Funds			
	TD Ameritrade	Amex SPD Financial Select	$ 102,059	$ 106,535
	TD Ameritrade	iShares Barclays 20+ Year	254,280	290,832
	TD Ameritrade	iShares COMEX Gold Trust	247,588	553,493
	TD Ameritrade	Market Vectors Agribusiness	24,162	22,423
	TD Ameritrade	Powershares	207,370	195,390
	TD Ameritrade	SPDR Trust S&P 500 ETF Trust	245,130	242,097
			$ 1,080,589	$ 1,410,770
	TD Ameritrade - Mutual Funds			
	TD Ameritrade	Forward FDS - Accessor Select Income	$ 598,431	$ 612,429
	TD Ameritrade	Highmark FDS Short Term Bond	475,460	477,157
	TD Ameritrade	JP Morgan FD SVCS SHT Dura	514,586	515,224
	TD Ameritrade	Marshall Funds Short Term Income	520,146	528,906
	TD Ameritrade	PIMCO FDS Emerging Local Bond	21,061	21,261
	TD Ameritrade	T Rowe Price Emerging Markets	21,269	22,910
	TD Ameritrade	PIMCO Low Duration II FD	265,049	267,497
			$ 2,416,002	$ 2,445,384

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Partnership Interests			
	Golden State Properties		$ 53,625	$ 185,203
	Peabody Self Storage		99,249	133,560
			$ 152,874	$ 318,763
	Notes Receivable			
	John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/18; 6.50%; secured by deed of trust	122,543	122,543
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	46,074	46,074
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	235,667	235,667
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	28,197	28,197
	3 To 1 Invesment Group	8/1/12; 7.00%; secured by deed of trust	69,979	69,979
	Darryl Crow, CCIM	1/2/13; 5.00%; secured by deed of trust	30,811	30,811
	Robert and Joelle Triebsch	9/13/15; 5.00%; secured by deed of trust	93,840	93,840
	Sybas, LLC	12/29/14; 5.00%; secured by deed of trust	547,463	547,463
	Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	15,233	15,233
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	154,843	154,843
	Skeels Farms	Past due; 7.00%; secured by deed of trust	254,723	254,723
	Palm Street Partnership	08/01/16; 5.00%; secured by deed of trust	109,719	109,719
			$ 2,439,009	$ 2,439,009
	Cash			
	Bank of America	General Checking	$ 37,310	$ 37,310

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Common			
TD Ameritrade	Accenture LTD	$ 23,785	$ -
TD Ameritrade	Alliancebernstein Income Fund Common	19,978	-
TD Ameritrade	American Capital Agency Corp	19,827	-
TD Ameritrade	American Capital Mortgage Investment Corp	19,857	-
TD Ameritrade	Apollo Residential Mortgage Company	19,790	-
TD Ameritrade	Armour Residential Reit Inc	19,778	-
TD Ameritrade	AT&T Inc	25,416	-
TD Ameritrade	Bank America Corp	50,114	-
TD Ameritrade	BP P L C Sponsored ADR	14,820	-
TD Ameritrade	Centurylink Inc	19,351	-
TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	-
TD Ameritrade	Conocophillips Corp	28,010	-
TD Ameritrade	Cummins Inc	25,903	-
TD Ameritrade	E M C Corp Mass	25,448	-
TD Ameritrade	Enterprise Products Partners LP	15,010	-
TD Ameritrade	Fortinet Inc	11,404	-
TD Ameritrade	Gamco Global Gold Natural Resources Inc	21,229	-
TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	-
TD Ameritrade	Joy Global Inc	24,414	-
TD Ameritrade	Magellan Midstream Partners LP	10,174	-
TD Ameritrade	Markwest Energy Partners, LP	23,278	-
TD Ameritrade	Northeast Bancorp	18,868	-
TD Ameritrade	Source Capital Inc	25,309	-
TD Ameritrade	Symantec Corp	23,571	-
TD Ameritrade	Verizon Communications	24,547	-
TD Ameritrade	Wendy's Company	24,609	-
TD Ameritrade	Windstream Corp	9,841	-
TD Ameritrade	Medcohealth Solutions	16,769	28,800
TD Ameritrade	Sunoco Inc	11,536	8,750

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(ACQUIRED AND DISPOSED OF WITHIN YEAR)
YEAR ENDED DECEMBER 31, 2012

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Preferred			
TD Ameritrade	Source Capital Inc	$ 10,389	$ -
TD Ameritrade	Comcast	49,006	47,645
TD Ameritrade	Source Capital Inc	36,041	29,663
Exchange Traded Funds			
TD Ameritrade	Amex SPDR Financial Select	$ 102,059	$ -
TD Ameritrade	Powershares	207,370	-
TD Ameritrade	SPDR Trust S&P 500 ETF Trust	245,130	-
Mutual Funds			
TD Ameritrade	Forward FDS - Accessor Select Income	$ 43,505	$ -
TD Ameritrade	Highmark FDS Short Term Bond	9,468	-
TD Ameritrade	JP Morgan FD SVCS SHT Dura	6,643	-
TD Ameritrade	Marshall Funds Short Term Income	11,016	-
TD Ameritrade	PIMCO FDS Emerging Local Bond	21,061	-
TD Ameritrade	T Rowe Price Emerging Markets	21,270	-
TD Ameritrade	PIMCO Low Duration II FD	10,576	-

(a) Identity of Party Involved	(b) Description of Asset (Include in Interest Rate and Maturity in Case of Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Bank of America	Money Market	$ 675,961	$ -	$ -	$ -	$ 675,961	$ 675,961	$ -
Bank of America	Money Market	677,981	-	-	-	677,981	677,981	-
Bank of America	General Checking	-	675,961	-	-	675,961	675,961	-

* Designates party-in-interest

(a) Identity of Party Involved	(b) Description of Asset (Include in Interest Rate and Maturity in Case of Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Bank of America	Money Market	$ 675,961	$ -	$ -	$ -	$ 675,961	$ 675,961	$ -
Bank of America	Money Market	677,981	-	-	-	677,981	677,981	-
Bank of America	General Checking	-	675,961	-	-	675,961	675,961	-

* Designates party-in-interest

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Money Market Funds			
	TD Ameritrade	Money market	$ 119,187	$ 119,187
	Bank of America	Money market	1,195,000	1,195,000
			$ 1,314,187	$ 1,314,187
	TD Ameritrade - Corporate Stocks - Common			
	TD Ameritrade	Abbott Laboratories	$ 44,178	$ 91,700
	TD Ameritrade	Accenture LTD	23,785	26,600
	TD Ameritrade	Alcoa Inc	29,899	8,680
	TD Ameritrade	Alliance Resource Partners LP	27,480	58,057
	TD Ameritrade	Alliancebernstein Income Fund Common	19,978	19,440
	TD Ameritrade	American Capital Agency Corp	19,827	17,340
	TD Ameritrade	American Capital Mortgage Investment	19,857	18,855
	TD Ameritrade	American Water Works Co Inc	24,947	40,842
	TD Ameritrade	AmerisourceBergen Corp	20,604	56,134
	TD Ameritrade	Annaly Capital Management Inc	48,384	42,120
	TD Ameritrade	Apollo Residential Mortgage Company	19,790	18,171
	TD Ameritrade	Aqua America Inc	25,080	36,859
	TD Ameritrade	Armour Residential Reit Inc	19,778	18,116
	TD Ameritrade	AT&T Inc	25,416	28,654
	TD Ameritrade	Bank America Corp	50,114	63,855
	TD Ameritrade	Baxter International Inc	19,717	43,329
	TD Ameritrade	Baytex Energy Trust	24,785	54,050
	TD Ameritrade	Berkshire Hathaway Inc	58,070	89,700
	TD Ameritrade	Boeing Company	10,014	22,608
	TD Ameritrade	BP P L C Sponsored ADR	47,154	43,306
	TD Ameritrade	Bristol Myers Squibb Co.	56,599	48,885
	TD Ameritrade	Cameron International	19,590	98,240
	TD Ameritrade	Cardinal Health	13,919	12,354
	TD Ameritrade	CareFusion Corporation	5,515	4,287
	TD Ameritrade	Caterpillar Inc	23,432	116,491
	TD Ameritrade	Centurylink Inc	19,351	20,538
	TD Ameritrade	ChevronTexaco Corp	32,257	108,140

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	Cimarex Energy	$ 20,415	$ 43,298
	TD Ameritrade	Cisco Systems	45,910	49,124
	TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	22,031
	TD Ameritrade	Colgate-Palmolive Company	23,047	41,816
	TD Ameritrade	Comcast Corp	34,181	52,304
	TD Ameritrade	Conocophillips Corp	21,594	23,196
	TD Ameritrade	Consolidated Water Co Ltd	24,866	14,430
	TD Ameritrade	Covidien Ltd	30,707	40,418
	TD Ameritrade	Cummins Inc	25,903	32,505
	TD Ameritrade	Devon Energy Corp	19,765	37,989
	TD Ameritrade	Diamond Offshore Drilling Inc	25,705	84,950
	TD Ameritrade	Dominion Resources Inc	14,335	25,900
	TD Ameritrade	E M C Corp Mass	25,448	25,300
	TD Ameritrade	Edison International	15,987	27,114
	TD Ameritrade	Energy Transfer Partners LP	41,477	28,248
	TD Ameritrade	Ensco International Inc	19,895	42,978
	TD Ameritrade	Enterprise Products Partners LP	40,099	53,836
	TD Ameritrade	Exelon Corp	16,406	11,896
	TD Ameritrade	Express Scripts Holding	10,016	43,740
	TD Ameritrade	Exxon Mobil	58,615	128,094
	TD Ameritrade	Fortinet Inc	11,404	10,510
	TD Ameritrade	Frontier Communications Crp	20,344	14,980
	TD Ameritrade	Gamco Global Gold Natural Resources Inc	21,229	16,640
	TD Ameritrade	General Electric Co	127,380	88,578
	TD Ameritrade	Gilead Sciences Inc	25,774	102,830
	TD Ameritrade	Great Plains Energy Inc.	13,581	1,726
	TD Ameritrade	Halliburton Co	12,480	62,442
	TD Ameritrade	Hess Corporation	9,732	27,804
	TD Ameritrade	Hewlett-Packard Co	258,792	85,500
	TD Ameritrade	Hospira Inc.	2,749	4,374
	TD Ameritrade	Intel Corp	27,550	37,116
	TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	18,725
	TD Ameritrade	Johnson & Johnson	59,943	106,552
	TD Ameritrade	Joy Global Inc	24,414	31,890

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	JP Morgan Chase & Co	$ 104,800	$ 131,907
	TD Ameritrade	Kinder Morgan Energy Partners LP	45,179	79,790
	TD Ameritrade	Laboratory Corp of America	24,439	51,972
	TD Ameritrade	Magellan Midstream Partners LP	22,729	82,061
	TD Ameritrade	Markwest Energy Partners, LP	23,278	20,404
	TD Ameritrade	Medtronic Inc	19,275	16,408
	TD Ameritrade	Merck & Co Inc	30,117	49,578
	TD Ameritrade	Microsoft Corporation	16,859	26,710
	TD Ameritrade	Molycorp Inc	15,114	3,776
	TD Ameritrade	Nestle S A	19,890	48,878
	TD Ameritrade	Northeast Bancorp	18,868	18,293
	TD Ameritrade	Novartis A G Spon ADR	41,106	63,300
	TD Ameritrade	Occidental Petroleum Corp	9,874	68,949
	TD Ameritrade	Oceaneering International Inc	27,370	43,032
	TD Ameritrade	OGE Energy Corp	32,955	84,465
	TD Ameritrade	Oracle Corp	15,580	33,320
	TD Ameritrade	Patterson-UTI Energy Inc	19,951	23,288
	TD Ameritrade	Pengrowth Energy Trust	23,644	6,461
	TD Ameritrade	Penn West Energy Trust	24,876	8,688
	TD Ameritrade	Pentair LTD	1,404	2,310
	TD Ameritrade	Petroleo Brasileiro SA Petrobras	29,736	19,470
	TD Ameritrade	Pfizer Inc	48,530	52,667
	TD Ameritrade	Pharmerica Corp	615	769
	TD Ameritrade	Phillips 66	6,416	10,620
	TD Ameritrade	Pimco Corporate Opportunity Fund	74,559	93,168
	TD Ameritrade	Pimco Income Strategy Fund	49,226	58,604
	TD Ameritrade	Qualcomm Inc	18,330	30,930
	TD Ameritrade	Royal Dutch Petroleum Co	16,171	27,580
	TD Ameritrade	San Juan Basin Royalty Trust	5,000	8,381
	TD Ameritrade	Schlumberger LTD	14,700	51,974
	TD Ameritrade	Source Capital Inc	25,831	33,943
	TD Ameritrade	Stryker Corp	26,596	32,892
	TD Ameritrade	Suncoke Energy	4,321	2,884
	TD Ameritrade	Symantec Corp	23,571	31,994

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	TD Ameritrade	TE Connectivity Ltd	$ 31,203	$ 29,696
	TD Ameritrade	TEVA Pharmaceutical	28,934	37,340
	TD Ameritrade	Texas Instruments Inc	30,132	30,890
	TD Ameritrade	The ADT Corporation	2,615	4,649
	TD Ameritrade	Tidewater Inc	19,366	29,042
	TD Ameritrade	Transocean Inc	13,524	26,528
	TD Ameritrade	Tyco Intl LTD New	4,008	5,850
	TD Ameritrade	United Natural Foods Inc	43,269	80,385
	TD Ameritrade	US Bancorp (Del)	13,709	31,940
	TD Ameritrade	Varian Medical Systems Inc	25,313	33,364
	TD Ameritrade	Verizon Communications	24,547	28,126
	TD Ameritrade	Wal Mart Stores Inc	31,909	75,053
	TD Ameritrade	Wendy's Company	24,609	23,500
	TD Ameritrade	Windstream Corp	35,351	27,324
	TD Ameritrade	Zimmer Holdings Inc	-	5,000
			3,128,788	4,434,338
	Charles Schwab - Corporate Stocks - Common			
	Charles Schwab	Home Fed Corporation	-	1,060
			$ 3,128,788	$ 4,435,398
	TD Ameritrade - Corporate Stocks - Preferred			
	TD Ameritrade	AES Tr III 6.75% TR Pfd Conv Secs	$ 50,470	$ 49,650
	TD Ameritrade	El Paso Energy Capital Trust	25,322	37,260
			$ 75,792	$ 86,910

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	TD Ameritrade - U.S. Government Securities			
	TD Ameritrade	GNMA Pass-Thru X, 7.00%, 2029	$ 534	$ 663
	TD Ameritrade	US Treasury N/B, 2.25%, 2015	99,812	104,094
	TD Ameritrade	US Treasury N/B, 2.625%, 2016	197,260	214,016
			$ 297,606	$ 318,773
	TD Ameritrade - Exchange Traded Funds			
	TD Ameritrade	Amex SPD Financial Select	$ 102,059	$ 106,535
	TD Ameritrade	iShares Barclays 20+ Year	254,280	290,832
	TD Ameritrade	iShares COMEX Gold Trust	247,588	553,493
	TD Ameritrade	Market Vectors Agribusiness	24,162	22,423
	TD Ameritrade	Powershares	207,370	195,390
	TD Ameritrade	SPDR Trust S&P 500 ETF Trust	245,130	242,097
			$ 1,080,589	$ 1,410,770
	TD Ameritrade - Mutual Funds			
	TD Ameritrade	Forward FDS - Accessor Select Income	$ 598,431	$ 612,429
	TD Ameritrade	Highmark FDS Short Term Bond	475,460	477,157
	TD Ameritrade	JP Morgan FD SVCS SHT Dura	514,586	515,224
	TD Ameritrade	Marshall Funds Short Term Income	520,146	528,906
	TD Ameritrade	PIMCO FDS Emerging Local Bond	21,061	21,261
	TD Ameritrade	T Rowe Price Emerging Markets	21,269	22,910
	TD Ameritrade	PIMCO Low Duration II FD	265,049	267,497
			$ 2,416,002	$ 2,445,384

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Partnership Interests			
	Golden State Properties		$ 53,625	$ 185,203
	Peabody Self Storage		99,249	133,560
			$ 152,874	$ 318,763
	Notes Receivable			
	John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/18; 6.50%; secured by deed of trust	122,543	122,543
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	46,074	46,074
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	235,667	235,667
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	28,197	28,197
	3 To 1 Invesment Group	8/1/12; 7.00%; secured by deed of trust	69,979	69,979
	Darryl Crow, CCIM	1/2/13; 5.00%; secured by deed of trust	30,811	30,811
	Robert and Joelle Triebsch	9/13/15; 5.00%; secured by deed of trust	93,840	93,840
	Sybas, LLC	12/29/14; 5.00%; secured by deed of trust	547,463	547,463
	Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	15,233	15,233
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	154,843	154,843
	Skeels Farms	Past due; 7.00%; secured by deed of trust	254,723	254,723
	Palm Street Partnership	08/01/16; 5.00%; secured by deed of trust	109,719	109,719
			$ 2,439,009	$ 2,439,009
	Cash			
	Bank of America	General Checking	$ 37,310	$ 37,310

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Common			
TD Ameritrade	Accenture LTD	$ 23,785	$ -
TD Ameritrade	Alliancebernstein Income Fund Common	19,978	-
TD Ameritrade	American Capital Agency Corp	19,827	-
TD Ameritrade	American Capital Mortgage Investment Corp	19,857	-
TD Ameritrade	Apollo Residential Mortgage Company	19,790	-
TD Ameritrade	Armour Residential Reit Inc	19,778	-
TD Ameritrade	AT&T Inc	25,416	-
TD Ameritrade	Bank America Corp	50,114	-
TD Ameritrade	BP P L C Sponsored ADR	14,820	-
TD Ameritrade	Centurylink Inc	19,351	-
TD Ameritrade	Cohen & Steers Infrastructure Fund	20,301	-
TD Ameritrade	Conocophillips Corp	28,010	-
TD Ameritrade	Cummins Inc	25,903	-
TD Ameritrade	E M C Corp Mass	25,448	-
TD Ameritrade	Enterprise Products Partners LP	15,010	-
TD Ameritrade	Fortinet Inc	11,404	-
TD Ameritrade	Gamco Global Gold Natural Resources Inc	21,229	-
TD Ameritrade	Invesco Mortgage Capital, Inc	19,827	-
TD Ameritrade	Joy Global Inc	24,414	-
TD Ameritrade	Magellan Midstream Partners LP	10,174	-
TD Ameritrade	Markwest Energy Partners, LP	23,278	-
TD Ameritrade	Northeast Bancorp	18,868	-
TD Ameritrade	Source Capital Inc	25,309	-
TD Ameritrade	Symantec Corp	23,571	-
TD Ameritrade	Verizon Communications	24,547	-
TD Ameritrade	Wendy's Company	24,609	-
TD Ameritrade	Windstream Corp	9,841	-
TD Ameritrade	Medcohealth Solutions	16,769	28,800
TD Ameritrade	Sunoco Inc	11,536	8,750

GEMPERLE BROTHERS PROFIT SHARING PLAN
EIN 94-1441610
PLAN NUMBER 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(ACQUIRED AND DISPOSED OF WITHIN YEAR)
YEAR ENDED DECEMBER 31, 2012

(a) Identity of issuer, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Corporate Stocks - Preferred			
TD Ameritrade	Source Capital Inc	$ 10,389	$ -
TD Ameritrade	Comcast	49,006	47,645
TD Ameritrade	Source Capital Inc	36,041	29,663
Exchange Traded Funds			
TD Ameritrade	Amex SPDR Financial Select	$ 102,059	$ -
TD Ameritrade	Powershares	207,370	-
TD Ameritrade	SPDR Trust S&P 500 ETF Trust	245,130	-
Mutual Funds			
TD Ameritrade	Forward FDS - Accessor Select Income	$ 43,505	$ -
TD Ameritrade	Highmark FDS Short Term Bond	9,468	-
TD Ameritrade	JP Morgan FD SVCS SHT Dura	6,643	-
TD Ameritrade	Marshall Funds Short Term Income	11,016	-
TD Ameritrade	PIMCO FDS Emerging Local Bond	21,061	-
TD Ameritrade	T Rowe Price Emerging Markets	21,270	-
TD Ameritrade	PIMCO Low Duration II FD	10,576	-