

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN</u>	1b Three-digit plan number (PN) ► <u>011</u> 1c Effective date of plan <u>12/01/1972</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ATC/VANCOM MANAGEMENT SERVICES, LTD</u> <u>720 E BUTTERFIELD ROAD SUITE 300</u> <u>LOMBARD, IL 60148</u>	2b Employer Identification Number (EIN) <u>52-1493194</u> 2c Sponsor's telephone number <u>919-996-3878</u> 2d Business code (see instructions) <u>485110</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/28/2013</u>	<u>ADRIA PAYOUTE</u>
	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 BOARD OF CONTROL 4104 POOLE ROAD RALEIGH, NC 27610		3b Administrator's EIN 56-2647305
		3c Administrator's telephone number 919-996-3878
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		5 295
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	158
b Retired or separated participants receiving benefits.....	6b	50
c Other retired or separated participants entitled to future benefits.....	6c	89
d Subtotal. Add lines 6a , 6b , and 6c	6d	297
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	10
f Total. Add lines 6d and 6e	6f	307
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7
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: 1B 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN</u>	B Three-digit plan number (PN) ►	<u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ATC/VANCOM MANAGEMENT SERVICES, LTD</u>	D Employer Identification Number (EIN) <u>52-1493194</u>	

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

(a) Name of insurance carrier

STANDARD INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>93-0242990</u>	<u>69019</u>	<u>802635</u>	<u>307</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>22966</u>	<u>0</u>

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

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

AMERITAS INVESTMENT CORP.
5900 O STREET, FLOOR 4
LINCOLN, NE 68510-2234

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>22966</u>			<u>3</u>

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	3925984
5 Current value of plan's interest under this contract in separate accounts at year end	5	4151710

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

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

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

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

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

b Balance at the end of the previous year	7b	3613124
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c Additions: (1) Contributions deposited during the year	7c(1)	466999	
(2) Dividends and credits	7c(2)	103627	
(3) Interest credited during the year	7c(3)	0	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	0	
▶			

(6) Total additions **7c(6)** 570626

d Total of balance and additions (add lines 7b and 7c(6))	7d	4183750
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	236977
(2) Administration charge made by carrier	7e(2)	5808
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	14981

▶ TRUST FEE: 1,077 AUDITOR FEE: 2,480 PBGC PREMIUM: 11,424

(5) Total deductions **7e(5)** 257766

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	3925984
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ATC/VANCOM MANAGEMENT SERVICES, LTD</u>	D Employer Identification Number (EIN) <u>52-1493194</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>7257822</u>
b	Actuarial value 2b <u>7257822</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>60</u> <u>2795201</u>
b	For terminated vested participants..... 3b <u>79</u> <u>804610</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>172700</u>
(2)	Vested benefits..... 3c(2) <u>3719249</u>
(3)	Total active 3c(3) <u>156</u> <u>3891949</u>
d	Total 3d <u>295</u> <u>7491760</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.05 %</u>
6	Target normal cost..... 6 <u>107</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>08/19/2013</u>
Signature of actuary	Date
<u>STEPHEN M. COLEMAN, EA FSA MAAA</u>	<u>11-03631</u>
Type or print name of actuary	Most recent enrollment number
<u>STANDARD RETIREMENT SERVICES, INC.</u>	<u>971-321-8558</u>
Firm name	Telephone number (including area code)
<u>P O BOX 711</u> <u>PORTLAND, OR 97207-0711</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	20014	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		0
9	Amount remaining (line 7 minus line 8)	20014	0
10	Interest on line 9 using prior year's actual return of <u>1.28</u> %	256	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		171993
b	Interest on (a) using prior year's effective interest rate of <u>6.30</u> % except as otherwise provided (see instructions)		10836
c	Total available at beginning of current plan year to add to prefunding balance		182829
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	20270	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	96.60 %
15	Adjusted funding target attainment percentage	15	96.60 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.80 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/10/2012	19216	19216	05/01/2012	17224	17224
02/21/2012	21891	21726	05/08/2012	17262	17262
03/09/2012	16794	16610	05/30/2012	16350	16350
03/19/2012	17290	17112	06/11/2012	16702	16702
04/02/2012	16470	16470	06/26/2012	19978	19978
04/16/2012	17315	17315	07/06/2012	16892	16892
Totals ▶			18(b)	450830	18(c) 450303

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	433761

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0		0	0

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	%
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/23/2012	16471	16471	10/15/2012	16591	16591
08/06/2012	18066	18066	10/31/2012	16162	16162
08/20/2012	15939	15939	11/14/2012	18474	18474
09/05/2012	16512	16512	11/27/2012	16430	16430
09/17/2012	16866	16866	12/10/2012	16594	16594
09/28/2012	16816	16816	12/17/2012	16978	16978
Totals ►			18(b)		18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	%
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/02/2013	18458	18458			
01/22/2013	17089	17089			
			Totals ►	18(b)	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	107	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	254206	130789	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	130896	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	130896	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	433761	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	302865	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN	B Three-digit plan number (PN) ▶ 011
C Plan sponsor's name as shown on line 2a of Form 5500 ATC/VANCOM MANAGEMENT SERVICES, LTD	D Employer Identification Number (EIN) 52-1493194

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
STANCORP FINANCIAL GROUP 1100 SW 6TH AVE. PORTLAND, OR 97204
93-1253579

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

(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)

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 50	NONE	43493	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENSION BENEFIT GUARANTEE CORPORATI

DEPARTMENT 77430
P.O. BOX 77000
DETROIT, MI 48277-0430

(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?
10 50	NONE	23492	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BATCHELOR, TILLERY & ROBERTS

56-1750124

(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?
10 50	NONE	5000	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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN				B Three-digit plan number (PN) ▶ 011	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ATC/VANCOM MANAGEMENT SERVICES, LTD				D Employer Identification Number (EIN) 52-1493194	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT A					
b Name of sponsor of entity listed in (a): STANDARD INSURANCE COMPANY					
c EIN-PN 93-0242990-005		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4151710	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

Schedule D (Form 5500) 2012 v. 120126

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN		B Three-digit plan number (PN) ► 011
C Plan sponsor's name as shown on line 2a of Form 5500 ATC/VANCOM MANAGEMENT SERVICES, LTD		D Employer Identification Number (EIN) 52-1493194

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	51980	35547
	(2) Participant contributions	1b(2)	51980	35547
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	3540899	4151710
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	3613124	3925984
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7257983	8148788

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7257983	8148788
---	-----------	---------	---------

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)	450830	
(B) Participants	2a(1)(B)	450303	
(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)		901133
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	103627	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		103627
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		408919
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1413679

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	480492	
(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)		480492
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	5000	
(2) Contract administrator fees	2i(2)	11706	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	25676	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		42382
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		522874

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		890805
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **BATCHELOR, TILLERY & ROBERTS, LLP**

(2) EIN: **56-1750124**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		116
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

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 <u>RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU LOCAL UNION 1328 RET. PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ATC/VANCOM MANAGEMENT SERVICES, LTD</u>	D Employer Identification Number (EIN) <u>52-1493194</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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	<u>7</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED
PARTNERSHIP ATU LOCAL UNION 1328
RETIREMENT PLAN

Financial Statements and Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

BATCHELOR, TILLERY & ROBERTS, LLP

CERTIFIED PUBLIC ACCOUNTANTS

POST OFFICE BOX 18068

RALEIGH, NORTH CAROLINA 27619

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Independent Auditors' Report

The Plan Committee
Raleigh Division of ATC/VANCOM Management
Services Limited Partnership ATU Local Union 1328 Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Raleigh Division of ATC/VANCOM Management Services Limited Partnership ATU Local Union 1328 Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, the statements of accumulated plan benefits as of January 1, 2013 and 2012, and the related statements of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 4, which was certified by Standard Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31,

2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and delinquent participant contributions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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

Batchelor, Tillery & Roberts, LLP

August 13, 2013

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>Assets</u>		
Investments, at fair value-		
group annuity separate account	\$ <u>8,077,694</u>	<u>7,154,023</u>
Receivables:		
Employer contributions	35,547	51,980
Employee contributions	<u>35,547</u>	<u>51,980</u>
	<u>71,094</u>	<u>103,960</u>
Total assets	8,148,788	7,257,983
<u>Liabilities</u>		
Administrative expenses payable	<u>6,892</u>	<u>3,603</u>
Net assets available for benefits	\$ <u>8,141,896</u>	<u>7,254,380</u>

See accompanying notes to financial statements.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets:		
Contributions:		
Employer	\$ 450,566	428,357
Employees	<u>450,566</u>	<u>428,357</u>
	<u>901,132</u>	<u>856,714</u>
Investment return:		
Net appreciation (depreciation) in fair value of investments	408,920	(10,646)
Interest	<u>103,627</u>	<u>99,146</u>
	512,547	88,500
Less investment expenses	<u>(17,379)</u>	<u>(13,778)</u>
	<u>495,168</u>	<u>74,722</u>
Total additions	<u>1,396,300</u>	<u>931,436</u>
Deductions from net assets:		
Benefits paid	480,491	413,006
Administrative expenses	<u>28,293</u>	<u>19,689</u>
Total deductions	<u>508,784</u>	<u>432,695</u>
Net increase in net assets available for benefits	887,516	498,741
Net assets available for benefits:		
Beginning of year	<u>7,254,380</u>	<u>6,755,639</u>
End of year	\$ <u>8,141,896</u>	<u>7,254,380</u>

See accompanying notes to financial statements.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Statements of Accumulated Plan Benefits

January 1, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 3,786,766	3,715,430
Other participants	<u>4,224,966</u>	<u>4,055,231</u>
	8,011,732	7,770,661
Nonvested benefits	<u>248,642</u>	<u>189,959</u>
Total actuarial present value of accumulated plan benefits	\$ <u>8,260,374</u>	<u>7,960,620</u>

See accompanying notes to financial statements.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Statements of Changes in Accumulated Plan Benefits

Years ended January 1, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ <u>7,960,620</u>	<u>7,502,971</u>
Increase (decrease) during the year attributed to:		
Benefits accumulated, including interest	780,245	870,655
Benefits paid	<u>(480,491)</u>	<u>(413,006)</u>
	<u>299,754</u>	<u>457,649</u>
Actuarial present value of accumulated plan benefits at end of year	\$ <u><u>8,260,374</u></u>	<u><u>7,960,620</u></u>

See accompanying notes to financial statements.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Basis of Presentation and Significant Accounting Policies

Description of the Plan - The following description of the Raleigh Division of ATC/VANCOM Management Services Limited Partnership ATU Local Union 1328 Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a tax-qualified plan established pursuant to Section 401(a) of the Internal Revenue Code of 1986 and is sponsored by the Raleigh Division of ATC/VANCOM Management Services Limited Partnership (the "Partnership"). The Plan began December 1, 1972 and is a defined benefit pension plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees of the Partnership, classified as bus operators and maintenance employees, must complete a 120 working day probationary period before joining the Plan.

Basis of Presentation - The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator and plan actuary to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Significant Accounting Policies - The significant accounting policies of the Plan are summarized below:

(a) Fair Value Measurements

For determining fair value measurements, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Management follows an established framework for measuring fair value. That framework provides a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs that may be used to measure fair value are described below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: one or more significant inputs or significant value drivers are unobservable or based on market assumptions

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(1) Basis of Presentation and Significant Accounting Policies, Continued

(b) Investments

Investments are stated at fair value as provided by the Plan's trustee (see note 4). Investments in mutual funds under the group annuity separate account with Standard Insurance Company ("Standard") are composed of assets that are either priced by a pricing service or directly by the relevant mutual fund company trading partner, with the group annuity separate account then subject to unit value determination by Standard (Level 2 and 3). Securities transactions are recognized on the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

(c) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1, 2013 and 2012 were (a) market value method, (b) life expectancy of participants (RP 2000 Mortality Table, updated annually per IRS regulations), (c) retirement age assumptions (at age 62 with 10 years of vesting service or age 65 or age on actuarial valuation date, if greater), (d) discount rate (6.5%), (e) funding target interest rates based on a 24-month average of the current yields on high quality corporate bonds, ranging from 4.94% to 6.76% for 2012 and 2.06% to 6.32% for 2011, and (f) employee contributions of 6.0% of pay. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

(d) Benefits

Benefit payments to participants are recorded as an expense when paid.

(e) Administrative and Investment Costs

Administrative expenses, such as insurance premiums and audit costs, are paid by the Plan. Investment expenses are included in net investment return.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(2) Contributions

The cost of the Plan is shared by the Partnership and the participants. The contribution rates for the Partnership and the participants are defined in the Labor Agreement by and between Raleigh Division of ATC/VANCOM Management Services Limited Partnership and Amalgamated Transit Union Local Union 1328 and satisfy the minimum funding requirements of ERISA. Effective January 1, 2011 through December 31, 2012, the Partnership contributed 6.0% of each participant's gross wages to the Plan, and each participant contributed 6.0% of his/her gross wages to the Plan.

(3) Vesting and Benefits

Participants are immediately vested in 100% of employee contributions and earnings thereon. Participants' benefits with regard to Partnership contributions and earnings thereon are not vested at all until the participant has completed five years of service, at which time the participant becomes 100% vested.

Upon separation from service with the Partnership because of termination after five years of service, the participant is eligible to receive 100% of the monthly retirement benefit, with payments beginning on the participant's normal retirement date. A participant's monthly benefit is defined in the Plan agreement.

A participant who terminates employment due to total and permanent disability will be paid his accrued benefit beginning on the month after termination due to total and permanent disability. If a participant dies prior to retiring, the participant's spouse will receive a survivor benefit equal to one-half the benefit that the participant otherwise would have received upon leaving employment on his earliest retirement date.

(4) Investments

The Plan's investments and cash and cash equivalents are held in a trust and are managed by the trustee, Standard Insurance Company. All information in the financial statements, related notes, and supplemental schedules relating to investments and investment transactions was obtained from data that has been prepared and certified as complete and accurate by the trustee.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(4) Investments, Continued

The following table presents the fair values of investments:

	<u>2012</u>	<u>2011</u>
Group annuity separate account:		
Standard Insurance Company Stable Asset Fund II	\$ 3,925,984	3,613,124
Standard Insurance Company Separate Account A	<u>4,151,710</u>	<u>3,540,899</u>
	\$ <u>8,077,694</u>	<u>7,154,023</u>

Standard's Stable Asset Fund II is an interest-bearing account with the goal of conservation of principal. Standard invests these deposits as part of its general assets, investing in high-quality bonds and insurance contracts, and return is determined by the declared interest rate, not by the investment performance of Standard's general assets. Certain events may limit the ability of the Plan to transact at contract value with Standard. Standard may terminate the contract with 30 days advance written notice for reasonable cause. Upon these events or upon such termination, a market value adjustment may apply. The effective rate of return for 2012 and 2011 was 2.78% and 2.88%, respectively.

Standard's Separate Account A is composed of assets invested in various mutual funds with various investment strategies. The investment strategies of the underlying mutual funds, along with the relative percentage of Separate Account A as of December 31, 2012, are as follows:

Dodge & Cox Income (43%) seeks a high and stable rate of current income, consistent with long-term preservation of capital, and normally invests in a diversified portfolio of high-quality bonds and other fixed-income securities.

Vanguard Wellington Admiral (20%) seeks to provide long-term capital appreciation and reasonable current income, and invests 60-70% of assets in common stocks of established large and mid-size companies, and 30-40% of assets mainly in fixed income securities.

Mainstay Map I (18%) seeks long-term appreciation of capital, investing at least 65% of assets in equity securities across all market capitalizations. It primarily invests in domestic securities, but may invest up to 35% of its net assets in foreign securities.

Vanguard Mid Cap Index Signal (10%) seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

Dodge & Cox International Stock (9%) seeks long-term growth of principal and income, and invests primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different foreign countries, including emerging markets.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(4) Investments, Continued

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	<u>2012</u>	<u>2011</u>
Separate Account A	\$ <u>408,920</u>	<u>(10,646)</u>

The Plan recognized interest income of \$103,627 and \$99,146 during 2012 and 2011, respectively.

(5) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits as follows:

		Fair Value Measurements at Reporting Date Using:	
<u>December 31, 2012:</u>	<u>Fair Value</u>	<u>Level 2</u>	<u>Level 3</u>
Assets, at fair value-			
Group annuity separate account:			
Stable Asset Fund II	\$ 3,925,984	-	3,925,984
Separate Account A	<u>4,151,710</u>	<u>4,151,710</u>	<u>-</u>
	<u>\$ 8,077,694</u>	<u>4,151,710</u>	<u>3,925,984</u>

		Fair Value Measurements at Reporting Date Using:	
<u>December 31, 2011:</u>	<u>Fair Value</u>	<u>Level 2</u>	<u>Level 3</u>
Assets, at fair value-			
Group annuity separate account:			
Stable Asset Fund II	\$ 3,613,124	-	3,613,124
Separate Account A	<u>3,540,899</u>	<u>3,540,899</u>	<u>-</u>
	<u>\$ 7,154,023</u>	<u>3,540,899</u>	<u>3,613,124</u>

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(5) Fair Value Measurements, Continued

The following table provides further details of the changes in the Level 3 fair value measurements during 2012 and 2011:

	<u>Stable Asset Fund II</u>	
	<u>2012</u>	<u>2011</u>
Balance, beginning of year	\$ 3,613,124	3,327,423
Interest	103,627	99,146
Purchases	466,999	409,372
Sales	<u>(257,766)</u>	<u>(222,817)</u>
Balance, end of year	\$ <u>3,925,984</u>	<u>3,613,124</u>

(6) Federal Income Taxes

The Plan obtained its latest determination letter on November 7, 2002, 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. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Management does not believe the financial statements include any uncertain tax positions. Tax years ended December 31, 2009 through December 31, 2012 remain open for examination by taxing authorities as of the date of this report.

(7) Related Party Transactions

The Plan has investments in the group annuity separate account of its trustee. These funds paid fees to the trustee for investment advisory and trustee services totaling \$15,438 in 2012 and \$12,025 in 2011.

As of December 31, 2012 and 2011, the Plan had a contribution receivable from the Partnership of \$71,094 and \$103,960, respectively. Both amounts were paid to the Plan in January of the following year.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(8) Plan Termination

Although the Partnership expects the Plan to be continued indefinitely, it reserves the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of termination, all employer contributions will cease, no additional employees will enter the Plan, and each participant will be fully vested and nonforfeitable in his accrued benefit to the extent funded after reduction for expenses of administration and liquidation of the Plan. Additionally, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"), an agency of the United States government. Generally, the PBGC guarantees vested benefits at the level in effect on the date of termination of the Plan. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(9) Reconciliation to Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per Form 5500	\$ 8,148,788	7,257,983
Operating payables	<u>(6,892)</u>	<u>(3,603)</u>
Net assets available for plan benefits per the financial statements	\$ <u>8,141,896</u>	<u>7,254,380</u>

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

	<u>2012</u>	<u>2011</u>
Net increase in net assets available for benefits per Form 5500	\$ 890,805	499,157
Operating expenses accrued in the prior year	3,603	3,187
Operating expenses accrued in the current year	<u>(6,892)</u>	<u>(3,603)</u>
Net increase in net assets available for benefits per the financial statements	\$ <u>887,516</u>	<u>498,741</u>

Individual differences within captions on Form 5500 and the accompanying financial statements exist, however, the classifications have no impact on total net assets available for benefits or the change in net assets available for benefits except as shown above.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Notes to Financial Statements, Continued

December 31, 2012 and 2011

(10) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

(11) Liquidity

As of December 31, 2012, the actuarial present value of accumulated plan benefits exceeds the Plan's net assets available for benefits by approximately \$118,000, due primarily to negative investment returns during 2008 and changes in actuarial assumptions during 2009, partially offset by subsequent positive investment returns and increased contributions to the Plan. Participant and Partnership contributions were increased to 5.5% of compensation effective February 20, 2009, and to 6.0% effective January 1, 2010. Management believes the Plan has sufficient liquidity to currently meet its obligations.

(12) Subsequent Events

The date to which events occurring after December 31, 2012, the date of the most recent statement of net assets available for benefits, have been evaluated for possible adjustment to the financial statements or disclosure is August 13, 2013, the date the financial statements were available to be issued.

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Schedule of Assets (Held at End of Year)

December 31, 2012

<u>Party-in- interest</u>	<u>Description</u>	<u>Par value or shares</u>	<u>Cost</u>	<u>Fair value</u>
	Group annuity separate account:			
*	Standard Insurance Company			
	Stable Asset Fund II	33,777	\$ 3,925,984	3,925,984
*	Standard Insurance Company			
	Separate Account A	-	<u>3,569,279</u>	<u>4,151,710</u>
			<u>\$ 7,495,263</u>	<u>8,077,694</u>

All information has been certified as complete and accurate by the Plan trustee.

* Denotes party-in-interest

RALEIGH DIVISION OF ATC/VANCOM
MANAGEMENT SERVICES LIMITED PARTNERSHIP
ATU LOCAL UNION 1328 RETIREMENT PLAN

Schedule of Delinquent Participant Contributions

Year ended December 31, 2012

Participant contributions transferred late to plan	Total that constitutes nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not yet corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included ☐	\$ 2	\$ -	\$ -	\$ 114

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
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Part I Annual Report Identification Information			
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>			
A. This return/report is for:	☐ a multiemployer plan; ☒ a single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) _____	
B. This return/report is:	☐ the first return/report; ☐ an amended return/report;	☐ the final return/report; ☐ a short plan year return/report (less than 12 months).	
C. If the plan is a collectively-bargained plan, check here. ☒			
D. Check box if filing under:	☒ Form 5558; ☐ special extension (enter description)	☐ automatic extension;	☐ the DFVC program;

Part II Basic Plan Information—enter all requested information			
1a Name of plan <u>RALEIGH DIV. ATC/VANCOM MGMT. SER. ATU</u> <u>LOCAL UNION 1328 RET. PLAN</u>		1b Three-digit plan number (PN)	<u>011</u>
		1c Effective date of plan	<u>12/01/1972</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ATC/VANCOM MANAGEMENT SERVICES, LTD</u> <u>720 E Butterfield Road Suite 300</u> <u>LOMBARD</u>		2b Employer Identification Number (EIN)	<u>52-1493194</u>
		2c Sponsor's telephone number	<u>(919) 996-3878</u>
<u>IL 60148</u>		2d Business code (see instructions)	<u>485110</u>

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

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

SIGN HERE		<u>8/21/13</u> Date	<u>ADRIA PAYOUTE</u> Enter name of individual signing as plan administrator
SIGN HERE		<u>8/21/13</u> Date	<u>SCOTT MCCLELLAN</u> Enter name of individual signing as employer or plan sponsor
SIGN HERE	_____ Signature of DFE	_____ Date	_____ Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

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

Form 5500 (2012)
v. 120126

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address BOARD OF CONTROL 4104 POOLE ROAD RALEIGH NC 27610		3b Administrator's EIN 56-2647305 3c Administrator's telephone number (919) 996-3878
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		5 295
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	158
b Retired or separated participants receiving benefits.....	6b	50
c Other retired or separated participants entitled to future benefits.....	6c	89
d Subtotal. Add lines 6a, 6b, and 6c.	6d	297
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	10
f Total. Add lines 6d and 6e.	6f	307
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7
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: 1B 1G		
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) ☒ 1 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

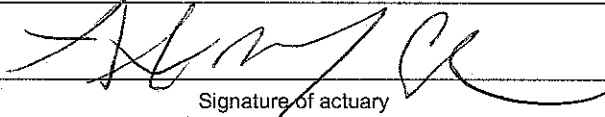
A Name of plan RALEIGH DIV. ATC/VANCOM MGMT. / LOCAL 1328 RET. PL	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">B Three-digit plan number (PN) ►</td> <td style="width: 30%; text-align: center;">011</td> </tr> </table>	B Three-digit plan number (PN) ►	011
B Three-digit plan number (PN) ►	011		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ATC/VANCOM MANAGEMENT SERVICES, LTD	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">D Employer Identification Number (EIN)</td> <td style="width: 30%; text-align: center;">52-1493194</td> </tr> </table>	D Employer Identification Number (EIN)	52-1493194
D Employer Identification Number (EIN)	52-1493194		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500			

Part I Basic Information

1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>	
2	Assets:	
	a Market value	2a 7,257,822
	b Actuarial value	2b 7,257,822
3	Funding target/participant count breakdown:	
	a For retired participants and beneficiaries receiving payment.....	3a 60 2,795,201
	b For terminated vested participants.....	3b 79 804,610
	c For active participants:	
	(1) Non-vested benefits	3c(1) 172,700
	(2) Vested benefits	3c(2) 3,719,249
	(3) Total active.....	3c(3) 156 3,891,949
	d Total.....	3d 295 7,491,760
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
	a Funding target disregarding prescribed at-risk assumptions	4a
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5	Effective interest rate	5 7.05
6	Target normal cost.....	6 107

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>8-19-2013</u> Date
	STEPHEN M. COLEMAN, EA FSA MAAA Type or print name of actuary	11-03631 Most recent enrollment number
	STANDARD RETIREMENT SERVICES, INC. Firm name	(971) 321-8558 Telephone number (including area code)
	P O BOX 711 Address of the firm	
	PORTLAND Address of the firm	
	OR 97207-0711 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	20,014	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		0
9 Amount remaining (line 7 minus line 8)	20,014	0
10 Interest on line 9 using prior year's actual return of <u>1.28</u> %	256	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		171,993
b Interest on (a) using prior year's effective interest rate of <u>6.30</u> % except as otherwise provided (see instructions).....		10,836
c Total available at beginning of current plan year to add to prefunding balance		182,829
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	20,270	0

Part III Funding Percentages

14 Funding target attainment percentage	14	96.60 %
15 Adjusted funding target attainment percentage	15	96.60 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	87.80 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	450,830	18(c) 450,303

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 433,761

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?.....	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	107	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	254,206	130,789	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	130,896	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	130,896	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	433,761	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	302,865	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, line 18 - Contributions Made to the Plan for the Plan Year

EIN: 52-1493194

PN: 011

[illegible]

Schedule SB, line 19 - Discounted Employer Contributions

PN: 011

[illegible]

Attachment to 2012 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name RALEIGH DIV. ATC/VANCOM MGMT. / LOCAL 1328 RET. PL **EIN:** 52-1493194
Plan Sponsor's Name ATC/VANCOM MANAGEMENT SERVICES, LTD **PN:** 011

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25				0			0		
25 to 29	3			4			1		
30 to 34	1			5			6		
35 to 39	1			7			3		
40 to 44	4			12			10		
45 to 49	0			7			7		
50 to 54	2			12			10		
55 to 59	0			8			8		
60 to 64	0			4			2		
65 to 69	0			0			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	0			0			0		
25 to 29	0			0			0		
30 to 34	0			0			0		
35 to 39	1			1			0		
40 to 44	2			1			0		
45 to 49	1			1			0		
50 to 54	7			2			2		
55 to 59	3			2			0		
60 to 64	4			0			0		
65 to 69	1			2			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE											
	25 to 29			30 to 34			35 to 39			40 & up		
	No.	Average		No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	0			0			0			0		
25 to 29	0			0			0			0		
30 to 34	0			0			0			0		
35 to 39	0			0			0			0		
40 to 44	0			0			0			0		
45 to 49	0			0			0			0		
50 to 54	0			1			0			0		
55 to 59	2			0			0			0		
60 to 64	1			2			0			0		
65 to 69	0			0			0			1		
70 & up	0			0			0			0		

Schedule SB, line 32 - Schedule of Amortization Bases

EIN: 52-1493194

PN: 011

[illegible]

Raleigh Div. ATC/Vancor Mgmt Ser.ATU Local Union 1328 Ret. Plan

EIN/PN: 52-1493194 / 011

Plan Year Starting: January 1, 2012

Schedule SB Line 22 – Weighted Average Retirement Age

Calculation of Estimated Retirement Age

Participants are assumed to retire at the earlier of Age 65 and Age 62 with 10 Years of Service. The weighted Retirement Age is calculated as follows:

Assumed Retirement Age	Estimated # of Plan Participants	% Expected to Retire	# Expected to Retire	Weighted Factor
62	160	92.6%	148.16	9,185.92
63	12	33.3%	3.94	248.22
64	8	25.0%	1.98	126.72
65	6	100%	5.92	384.80
			160	9,945.66

Weighted Average Retirement Age:

62

Summary of Actuarial Assumptions and Methods

Actuarial Value of Assets: Market Value Method

Funding Target Discount Rates: MAP 21 Rates

Years 0 to 5:	5.54%
Years 6 to 20:	6.85%
Years 21 on:	7.52%

Maximum Deductible Discount Rates:

PPA Rates

Years 0 to 5:	2.06%
Years 6 to 20:	5.25%
Years 21 on:	6.32%

ASC 960 Discount Rate: 6.50%

Salary Scale (compounded annually): 4.00%

Turnover:

<u>Age</u>	<u>Rate</u>
25	7.84%
30	6.24%
35	4.83%
40	3.60%
45	2.42%
50	1.19%
55 or more	0.00%

Disability Incidence:

<u>Age</u>	<u>Rate</u>
30	0.08%
35	0.11%
40	0.16%
45	0.30%
50	0.51%
55	0.87%
60 or more	0.00%

Retirement: Age 65 or Age 62 with 10 Years of Vesting Service

Funding Mortality Table: 2012 Optional Combined Mortality Table

ASC 960 Mortality Table: RP 2000 Table Projected to 2010

Appendix B - Summary of Actuarial Assumptions and Methods (cont.)

<i>Marital Status:</i>	90% of males and 70% of females are assumed to be married. Males are assumed to be three years older than their spouses.
<i>Assumed Form of Payment:</i>	Participants are assumed to elect the normal form under the Plan.
<i>Expenses:</i>	Estimated non-investment expenses are included in Normal Cost.
<i>Plan Benefits Not Considered:</i>	None.
<i>Changes Since Prior Year:</i>	Prescribed mortality table and interest assumption were updated per IRS regulation, including MAP-21 guidance

Summary of Principal Plan Provisions

Original Effective Date:	December 1, 1972, restated January 1, 1997	
Employee:	Any person who is employed by the employer as a bona fide, common law employee whose wages are subject to laws requiring withholding by the employer of income and Social Security taxes, and who is compensated on an hourly basis, including union members, but excluding any part-time person who works less than 1,000 hours during a plan year. Effective January 1, 1998, an Employee does not include any other common law employee or an individual not treated as a common law employee on the employer's payroll records.	
Participation:	Effective January 1, 2000, each Employee will become a Participant in the plan on the first day of the first pay period following the completion of 120 days of employment.	
Vesting Service:	The number of full years of employment	
Benefit Service:	The number of years and fractions of a year beginning on an Employee's latest employment date, and ending on the first to occur of his date of termination of employment, retirement date, death, disability or transfer to an uncovered division. For each calendar month in which the Employee works at least one day, one-twelfth of a year shall be credited.	
Normal Retirement Date:	The first day of the calendar month coincident with or next following the later of age 65 and the effective date of participation.	
Early Retirement Date:	Any participant who has attained age 62 and completed 10 years of vesting service may elect early retirement on the first day of any calendar month following the termination of service.	
Total and Permanent Disability	A physical or mental condition which renders a participant disabled to the extent that he is eligible for and receives payments under the Social Security Act.	
Vesting Schedule:	<u>Years of Vesting Service</u>	<u>Vested Interest</u>
	Less than 5	0%
	5 or more	100%
Normal Retirement Benefit:	For each year of Benefit Service on and after January 1, 2001, a participant accrues an annual benefit of \$630. Lesser dollar multipliers apply to Benefit Service earned before January 1, 2001.	
Early Retirement Benefit:	The amount of the benefit accrued as of Normal Retirement Date, without actuarial reduction for early commencement.	

Summary of Plan Provisions (cont.)

<i>Disability Benefit:</i>	A participant who retires because of Total and Permanent Disability and who has at least 10 years of vesting service shall be eligible to commence receipt of their benefit regardless of age. The disability benefit is the amount of the benefit accrued as of Normal Retirement Date, without actuarial reduction for early commencement.
<i>Other Termination Benefits:</i>	A terminated participant is entitled to the value of his employee contributions with interest at any time. Otherwise, if retirement has not been reached, no benefit is payable unless the lump sum amount of the participant's total benefit is less than \$5,000.
<i>Normal Form of Benefit:</i>	The normal form of benefit is a monthly annuity payable for the participant's life. If the participant dies before receiving the full amount of his employee contributions account with interest, his beneficiary will receive the difference.
<i>Optional Benefit Forms:</i>	100% or 50% Joint and Survivor Annuity, Ten-year Certain and Life Annuity.
<i>Death Benefits (Pre-Retirement):</i>	If the participant is married, his spouse is entitled to the standard statutory survivor's benefit equal to one-half of the benefit that would have been payable in the form of a 50% joint and survivor annuity. If the participant is not married, the death benefit is the value of his employee contributions with interest.
<i>Employee Contributions:</i>	Prior to February 20, 2009, employee contributions were made at the rate of 5% of compensation. The contribution rate was increase to 5.5% on February 20 and was increased to 6% on January 1, 2010.
<i>Death Benefits (Post-Retirement):</i>	None except as provided by the annuity form elected.
<i>Changes Since Prior Year:</i>	As noted, the employee contribution rate has increased .

Plan Name	RALEIGH DIV. ATC/VANCOM MGMT. / LOCAL 1328 RET. PL
Plan Sponsor's Name	ATC/VANCOM MANAGEMENT SERVICES, LTD

PN: 011

[illegible]

Attachment to 2012 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name RALEIGH DIV. ATC/VANCOM MGMT. / LOCAL 1328 RET. PL **EIN:** 52-1493194
Plan Sponsor's Name ATC/VANCOM MANAGEMENT SERVICES, LTD **PN:** 011

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	2			114

PN: 011

Attachment to 2012 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name RALEIGH DIV. ATC/VANCOM MGMT. / LOCAL 1328 RET. PL **EIN:** 52-1493194
Plan Sponsor's Name ATC/VANCOM MANAGEMENT SERVICES, LTD **PN:** 011

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25				0			0		
25 to 29	3			4			1		
30 to 34	1			5			6		
35 to 39	1			7			3		
40 to 44	4			12			10		
45 to 49	0			7			7		
50 to 54	2			12			10		
55 to 59	0			8			8		
60 to 64	0			4			2		
65 to 69	0			0			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	0			0			0		
25 to 29	0			0			0		
30 to 34	0			0			0		
35 to 39	1			1			0		
40 to 44	2			1			0		
45 to 49	1			1			0		
50 to 54	7			2			2		
55 to 59	3			2			0		
60 to 64	4			0			0		
65 to 69	1			2			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE											
	25 to 29			30 to 34			35 to 39			40 & up		
	Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			0			0			0		
25 to 29	0			0			0			0		
30 to 34	0			0			0			0		
35 to 39	0			0			0			0		
40 to 44	0			0			0			0		
45 to 49	0			0			0			0		
50 to 54	0			1			0			0		
55 to 59	2			0			0			0		
60 to 64	1			2			0			0		
65 to 69	0			0			0			1		
70 & up	0			0			0			0		

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 011

[illegible]