

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>CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>01/01/1987</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CLOUGHERTY PACKING, LLC</u> <u>3049 E VERNON AVE</u> <u>VERNON, CA 90058-1800</u>	2b Employer Identification Number (EIN) <u>95-1465844</u> 2c Sponsor's telephone number <u>323-583-4621</u> 2d Business code (see instructions) <u>311610</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>10/09/2013</u>	<u>HOWARD GRIFFITHS</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 CLOUGHERTY PACKING, LLC 3049 E VERNON AVE VERNON, CA 90058-1800		3b Administrator's EIN 95-1465844 3c Administrator's telephone number 323-583-4621
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		5 918
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	638
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	254
d Subtotal. Add lines 6a , 6b , and 6c	6d	892
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	892
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	865
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	77
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2J 2K 3H 2A 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <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>CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CLOUGHERTY PACKING, LLC</u>	D Employer Identification Number (EIN) <u>95-1465844</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

JOHN HANCOCK LIFE 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>01-0233346</u>	<u>65838</u>	<u>67354</u>	<u>859</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>0</u>	<u>55593</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

CMC
647 W. BROADWAY
GLENDALE, CA 91204

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>34593</u>	<u>TPA FEES</u>	<u>5</u>

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

ALERUS INVESTMENT ADVISORS
10900 WAYZATA BOULEVARD
MINNETONKA, MN 55305

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>21000</u>	<u>RIA FEES PAID</u>	<u>7</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	

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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	23945879

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

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

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

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

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
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)	0
(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)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CLOUGHERTY PACKING, LLC	D Employer Identification Number (EIN) 95-1465844

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
JOHN HANCOCK USA

01-0233346

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

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

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

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

CMC

647 WEST BROADWAY
GLENDALE, CA 91204

95-4673312

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 70	TPA	34593	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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MINNETONKA, MN 55305

45-0140105

(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?
51	INVESTMENT ADVISOR	21000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> 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>CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CLOUGHERTY PACKING, LLC</u>	D Employer Identification Number (EIN) <u>95-1465844</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2010</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2172</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2015</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>106256</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2020</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>133302</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2025</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>252421</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>160383</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2035</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>150598</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RC AT 2040</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>132429</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: RC AT 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 278915
a Name of MTIA, CCT, PSA, or 103-12 IE: RC AT 2050		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112729
a Name of MTIA, CCT, PSA, or 103-12 IE: LS-CONSERV		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1137875
a Name of MTIA, CCT, PSA, or 103-12 IE: LS-MODERAT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1056089
a Name of MTIA, CCT, PSA, or 103-12 IE: LS-BALANCE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2736118
a Name of MTIA, CCT, PSA, or 103-12 IE: LS-GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3028207
a Name of MTIA, CCT, PSA, or 103-12 IE: LS-AGGRESS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1424184
a Name of MTIA, CCT, PSA, or 103-12 IE: STBL VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4736437
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1267184
a Name of MTIA, CCT, PSA, or 103-12 IE: AF AM BAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 204049

a Name of MTIA, CCT, PSA, or 103-12 IE: **IDX 500****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1117830
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VS EQINC****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1166342
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VS MIDVAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 218697
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a Name of MTIA, CCT, PSA, or 103-12 IE: **GLOBAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 279961
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a Name of MTIA, CCT, PSA, or 103-12 IE: **IDX MID****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31997
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VS BLUCP****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1869016
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VS SML VAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172261
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a Name of MTIA, CCT, PSA, or 103-12 IE: **EUROPAC****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 289395
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a Name of MTIA, CCT, PSA, or 103-12 IE: **IDX SMALL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144975
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SMCP GR IN****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 337266
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a Name of MTIA, CCT, PSA, or 103-12 IE: VS MC ST**b** Name of sponsor of entity listed in (a): JOHN HANCOCK

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 620068
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTL VAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21564
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a Name of MTIA, CCT, PSA, or 103-12 IE: DEVLP MKT**b** Name of sponsor of entity listed in (a): JOHN HANCOCK

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 782428
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CLOUGHERTY PACKING, LLC</u>	D Employer Identification Number (EIN) <u>95-1465844</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	43733	78157
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	1004178	929831
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	0	0
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	21599137	23971147
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
	(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	22647048	24979135

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities.....	1j	0	0
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	22647048	24979135
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	929831	
(B) Participants	2a(1)(B)	1464074	
(C) Others (including rollovers)	2a(1)(C)	24663	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2418568
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2581452
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		-353
d Total income. Add all income amounts in column (b) and enter total.....	2d		4999667

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2608573	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2608573
f Corrective distributions (see instructions)	2f		31382
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	27625	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		27625
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2667580

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2332087
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MEIR & MEIR LLP

(2) EIN: 95-4359536

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

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

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>CLOUGHERTY PACKING LLC SAVINGS AND THRIFT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CLOUGHERTY PACKING, LLC</u>	D Employer Identification Number (EIN) <u>95-1465844</u>

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

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

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



**Clougherty Packing, LLC
Savings and Thrift Plan**



**Financial Statements
and Supplemental Schedules**

**As of December 31, 2012 and 2011 and
For the Year Ended December 31, 2012**



Clougherty Packing, LLC

Savings and Thrift Plan

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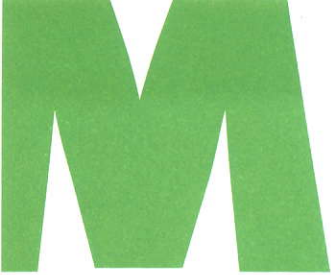
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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under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



Independent Auditors' Report

To the Administrative Committee of
Clougherty Packing, LLC.
Savings and Thrift Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Clougherty Packing, LLC. Savings and Thrift Plan ("Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 as listed in the accompanying index, 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 our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 11 which was certified by John Hancock Life Insurance Company U.S.A. ("John Hancock"), the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.



Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, line 4i–Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule referred to above.

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

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

Meir and Meir, LLP

Beverly Hills, California
October 1, 2013



Clougherty Packing, LLC Savings and Thrift Plan

Statement of Net Assets Available for Benefits

<i>As of December 31,</i>	2012	2011
Assets		
Non-interest bearing cash	\$ 78,157	\$ 43,733
Investments, at fair value	23,971,147	21,599,137
Employer contributions receivable	929,831	1,004,178
Total Assets	24,979,135	22,647,048
Liabilities		
Excess contributions	40,513	31,382
Total liabilities	40,513	31,382
Net assets available for benefits	\$ 24,938,622	\$ 22,615,666

See accompanying notes to financial statements



Clougherty Packing, LLC Savings and Thrift Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, **2012**

Additions

Additions to net assets attributed to:

Contributions:

Participants	\$ 1,423,561
Employer	929,831
Rollovers	24,663

Total Contributions 2,378,055

Total Additions 2,378,055

Deductions

Deductions from net assets attributed to:

Benefits paid to participants	2,608,573
Administrative and other expenses	27,978

Total deductions 2,636,551

Net appreciation (depreciation) in fair value of investments 2,581,452

Net increase **2,322,956**

Net assets available for benefits:

Beginning of period 22,615,666

End of period \$ 24,938,622

See accompanying notes to financial statements



Clougherty Packing, LLC Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

1. Description of Plan

The following description of Clougherty Packing, LLC Savings and Thrift Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

Effective January 1, 1987, Clougherty Packing, LLC (“Clougherty”), formerly known as Clougherty Packing Company, established the Clougherty Packing, LLC Savings and Thrift Plan (“Plan”). The Plan is a defined contribution plan under the provisions of section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of Clougherty. PFFJ, LLC, Corepork Company, Champ, LLC and FJ Foodservice, LLC (all subsidiaries of Clougherty) have also adopted the Plan for the benefit of eligible employees. Any reference to the “Company” can be construed to include any business that adopts this Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”) as amended.

Contributions

Eligible employees can contribute an amount up to 100% of compensation, as defined by the Plan agreement, subject to certain limitations under the IRC. In addition, participants can roll over distributions from other qualified retirement plans to the Plan. The Company’s contributions are determined by the Board of Directors annually on a discretionary basis subject to certain limitations as defined in the Plan Agreement. For 2012, the Company matched participant’s contributions up to 2% of participant’s eligible compensation and made a profit sharing contribution equal to 2.5% of participant’s eligible compensation.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company’s contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account



Clougherty Packing, LLC

Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

1. Description of Plan (Continued)

balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contributions plus earnings thereon is based on years of continuous service. A participant is 100 percent vested after six years of credited services, or after reaching normal retirement age, death or total disability while employed by the Company.

Notes Receivable from Participants

Participant loans are not permitted.

Payment of Benefits

Upon termination of service due to death, disability, or retirement from the Company, participants may receive the vested interest of their accounts in the form of a single sum of cash payment. Hardship withdrawals are also available.

Forfeited Accounts

At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$78,157 and \$43,734 respectively. These accounts will be used to reduce future employer contributions and to pay Plan expenses. Also, in 2012 forfeitures for the amounts of \$43,734 were used to reduce employer contributions.

Plan Administration

The administrative committee, appointed by the Company, is the administrator of the Plan. The administrative committee and trustees are the officers of the Company. John Hancock Life Insurance Company U.S.A ("John Hancock"), the asset custodian, is responsible for maintaining the accounting records of the Plan's Investments. CMC Retirement and Employee Benefits Specialists, Inc. ("CMC") is the Plan's recordkeeper.



Clougherty Packing, LLC

Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

1. Description of Plan (Continued)

Eligibility

A participant is eligible to enter the Plan upon completing (a) 1 year of service, or if earlier (b) 3 consecutive full calendar months of employment.

Investments Options

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

2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through October 1, 2013, which is the date the financial statements were available to be issued.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

These financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's



Clougherty Packing, LLC

Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

2. Summary of Significant Accounting Policies (Continued)

gains and losses on investments bought and sold as well as held during the year.

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

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

Net Appreciation (Depreciation) in Fair Value of Investments

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

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

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, which requires additional disclosures about fair value measurements categorized within Level 3 of the fair value hierarchy. The additional disclosures include quantitative information about the significant unobservable inputs used in Level 3 fair value measurements, the valuation processes used by the Plan, and the Plan's policy for determining when transfers into or out of Level 3 are deemed to have occurred. This update is effective



Clougherty Packing, LLC

Savings and Thrift Plan

**Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012**

for reporting periods beginning after December 15, 2011. Early adoption is generally prohibited. The adoption of this guidance had no material impact on the financial statements.

3. Fair Value Measurement

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of separate accounts is based on quoted net asset values ("NAV") of the underlying mutual funds held by the Plan at year-end.

All separate accounts can be redeemed at NAV as of the measurement date. As of December 31, 2012 and 2011 there were no unfunded commitments related to separate accounts.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:



Clougherty Packing, LLC Savings and Thrift Plan

**Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012**

3. Fair Value Measurement (Continued)

Fair Value Measurements Using:

		Quoted Prices in Active Markets for Identical Assets (Level 1)
<i>As of December 31, 2012</i>	Fair Value	
Separate Accounts		
Balanced/Asset Allocation	\$ 5,325,462	\$ 5,325,462
Fixed Income	7,141,495	7,141,495
Growth	9,925,326	9,925,326
Value	1,578,864	1,578,864
Total Separate Accounts	23,971,147	23,971,147
Total Investments at Fair Value	\$ 23,971,147	\$ 23,971,147

<i>As of December 31, 2011</i>		
Separate Accounts		
Balanced/Asset Allocation	\$ 4,466,857	\$ 4,466,857
Fixed Income	7,189,988	7,189,988
Growth	8,447,938	8,447,938
Value	1,494,354	1,494,354
Total Separate Accounts	21,599,137	21,599,137
Total Investments at Fair Value	\$ 21,599,137	\$ 21,599,137

The following tables summarize investments measured at fair value based on net asset value per share as of December 31, 2012 and 2011, respectively:

<i>As of December 31, 2012</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Balanced/Asset Allocation	\$ 5,325,462	\$ -	Daily	1 Day
Fixed Income	7,141,495	-	Daily	1 Day
Growth	9,925,326	-	Daily	1 Day
Value	1,578,864	-	Daily	1 Day
<i>As of December 31, 2011</i>				
Balanced/Asset Allocation	\$ 4,466,857	\$ -	Daily	1 Day
Fixed Income	7,189,988	-	Daily	1 Day
Growth	8,447,938	-	Daily	1 Day
Value	1,494,354	-	Daily	1 Day



Clougherty Packing, LLC

Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

- 4. Investments** The following presents investments that represent 5% or more of the Plan's net assets:

<i>As of December 31,</i>	2012	2011
Blue Chip	1,869,016	1,398,190
Index 500	*	1,383,364
Lifestyle Aggressive	1,424,184	*
Lifestyle Balanced	2,736,118	2,258,791
Lifestyle Growth	3,028,207	2,396,816
Stable Value	4,736,437	4,776,449
Total Return	1,267,184	1,393,731

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

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$2,581,452. All depreciation is attributed to separate accounts.

- 5. Related Party Transactions** Certain Plan investments are interests in separate accounts managed by John Hancock. John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$21,000 for the year ended December 31, 2012.

The Company provides certain accounting and administrative services to the Plan for which no fees are charged. These expenses constitute exempt party-in interest transactions under ERISA.

- 6. Plan Termination** Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

- 7. Excess Contributions** Contributions received from participants for 2012 and 2011 are net of payments of \$40,513 and \$31,382 made in 2013 and 2012 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Those amounts are also included in the plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012 and 2011.



Clougherty Packing, LLC Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31, 2012 and 2011:

<i>As of December 31,</i>	2012	2011
Net assets available for benefits per the financial statements	\$ 24,938,622	\$ 22,615,666
Add: Excess Contributions	40,513	31,382
Net assets available for benefits per Form 5500	\$ 24,979,135	\$ 22,647,048

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

<i>Year ended December 31,</i>	2012
Increase in net assets per the financial statements	\$ 2,322,956
Add: 2012 Excess contributions	40,513
Deduct: 2011 Excess contributions	(31,382)
Increase in net assets available for benefits per the Form 5500	\$ 2,332,087

For the years ended December 31, 2012 and 2011 Form 5500 was prepared on the cash basis of accounting modified for changes in fair value of plan investments. Consequently, excess contributions to be refunded were not reflected on Form 5500.

Certain balances included on Schedule H Part I and II on the Annual Return/Report of Employee Benefits Plan (Form 5500) have been reclassified for purposes of presentation in the financial statements.

9. Tax Status

The Plan currently operates under a volume submitter profit sharing plan with cash or deferred arrangement offered by CMC. The Plan has been amended since the adoption of the CMC Volume Submitter Plan; however, the plan administrator and legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

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



Clougherty Packing, LLC Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

**10. Risks and
Uncertainties
(Continued)**

changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

The Plan is required to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2012 and 2011, the financial instruments, which potentially subject the Plan to a concentration of credit risk, consisted principally of cash and investments.

**11. Custodian
Certification**

The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedules are derived from statements which have been certified by John Hancock as complete and accurate in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

**12. Subsequent
Events**

On August 30, 2013, the plan terminated the contract with John Hancock. On September 1, 2013, MassMutual Retirement Services became the assets custodian of the Plan and the Plan merged with the Clougherty Packing, LLC. Operating Engineers' 401(k) Plan into one plan called Clougherty Packing, LLC. 401(k) Plan.



Clougherty Packing, LLC Savings and Thrift Plan

Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2012

EIN: 95-1465844
Plan number: 002

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

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

* Represents a party-in-interest



PLAN ADMINISTRATOR REPORT YEAR-TO-DATE: JAN/01/2012 TO DEC/31/2012

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THE TRUSTEES OF CLOUGHERTY PACKING
COMPANY SAVINGS AND THRIFT PLAN
CONTRACT NO: 69773

GROUP TOTALS BY MONEY TYPE AND INVESTMENT ACCOUNT

MONEY TYPE	OPENING BALANCE		NET				CLOSING BALANCE
	JAN/01/2012	CONTRIBUTION	GAIN/LOSS*	FORFEITURES	WITHDRAWALS	TRANSFERS	DEC/31/2012
GROUP TOTALS (... CONTINUED)							
ACCOUNT TOTAL							
RC AT 2010	92,850.93	5,880.21	2,219.34	-1,004.94	-72,386.31	-25,387.54	2,171.69
RC AT 2015	114,227.11	11,854.79	7,334.38	-954.46	-25,595.45	-610.39	106,255.98
RC AT 2020	101,541.07	25,546.56	10,012.17	-1,410.05	-2,387.87	0.00	133,301.88
RC AT 2025	186,585.96	74,912.52	23,692.08	-1,103.18	-1,340.05	-30,326.39	252,420.94
RC AT 2030	168,616.65	45,700.62	14,404.40	-9,378.03	-102,502.88	43,542.59	160,383.35
RC AT 2035	102,220.60	48,136.06	14,945.86	-849.63	-2,919.67	-10,935.20	150,598.02
RC AT 2040	96,686.82	48,445.73	15,074.29	-3,884.68	-24,073.04	179.89	132,429.01
RC AT 2045	184,491.77	78,075.92	27,884.34	-2,138.11	-22,126.83	12,727.85	278,914.94
RC AT 2050	58,395.86	53,262.21	10,151.30	-4,756.48	-2,157.78	-2,165.94	112,729.17
LS-CONSERV	1,019,808.55	79,262.78	106,425.17	0.00	-37,664.76	-29,956.95	1,137,874.79
LS-MODERAT	917,474.24	89,202.63	114,451.86	-518.23	-70,698.05	6,176.43	1,056,088.88
LS-BALANCE	2,258,791.05	251,690.50	320,436.65	-16,453.83	-72,566.54	-5,780.30	2,736,117.53
LS-GROWTH	2,396,815.76	377,927.05	374,664.00	-8,622.19	-147,929.62	35,352.28	3,028,207.28
LS-AGGRESS	1,096,503.96	193,458.81	179,115.35	-4,099.77	-57,256.58	16,461.73	1,424,183.50
STBL VALUE	4,776,449.28	492,879.77	82,381.84	-6,092.65	-657,675.85	48,494.35	4,736,436.74
TOTAL RETN	1,393,730.63	107,184.43	131,842.42	-643.05	-311,773.00	-53,157.83	1,267,183.60
AF AM BAL	184,975.29	18,717.68	25,015.70	0.00	-6,269.20	-18,390.09	204,049.38
IDX 500	1,383,363.61	76,519.21	180,542.13	-548.83	-423,760.51	-98,285.49	1,117,830.12
VS EQINC	1,059,687.23	72,985.58	177,114.20	-399.82	-106,179.27	-36,866.16	1,166,341.76
VS MIDVAL	205,713.64	13,905.11	37,415.26	-201.88	-39,191.18	1,056.01	218,696.96
GLOBAL	277,098.30	26,398.95	51,629.13	-89.61	-56,052.63	-19,023.23	279,960.91
IDX MID	44,048.63	310.92	6,694.72	0.00	-21,008.81	1,951.53	31,996.99
VS BLUCP	1,398,189.67	129,821.76	247,638.69	0.00	-75,061.47	168,427.36	1,869,016.01
VS SML VAL	166,348.54	7,488.30	26,226.59	0.00	-43,358.95	15,556.99	172,261.47
EUROPAC	284,154.69	29,438.83	49,104.77	-175.41	-55,599.94	-17,528.22	289,394.72
IDX SMALL	112,113.92	14,330.66	19,680.87	0.00	-11,146.06	9,995.16	144,974.55
SMCP GR IN	290,434.87	23,970.33	49,163.91	0.00	-9,899.72	-16,403.30	337,266.09
VS MC ST	497,818.79	43,451.50	102,791.26	-87.29	-5,654.14	-18,252.47	620,067.65
INTL VAL	62,604.12	3,933.61	3,401.43	-82.93	-17,531.85	-30,760.50	21,563.88
DEVELP MKT	667,395.55	66,940.33	142,371.03	0.00	-190,359.36	96,080.88	782,428.43

GRP TOTAL	21,599,137.09	2,511,633.36	2,553,825.14	-63,495.05	-2,672,127.37	42,173.05	23,971,146.22

* May include fees, charges and applicable credits

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

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PLAN ADMINISTRATOR REPORT YEAR-TO-DATE: JAN/01/2012 TO DEC/31/2012

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THE TRUSTEES OF CLOUGHERTY PACKING
COMPANY SAVINGS AND THRIFT PLAN
CONTRACT NO: 69773

GROUP TOTALS BY MONEY TYPE AND INVESTMENT ACCOUNT

MONEY TYPE	OPENING BALANCE		NET			CLOSING BALANCE	
	JAN/01/2012	CONTRIBUTION	GAIN/LOSS*	FORFEITURES	WITHDRAWALS	TRANSFERS	DEC/31/2012
GROUP TOTALS (... CONTINUED)							
ACCOUNT TOTAL							
RC AT 2010	92,850.93	5,880.21	2,219.34	-1,004.94	-72,386.31	-25,387.54	2,171.69
RC AT 2015	114,227.11	11,854.79	7,334.38	-954.46	-25,595.45	-610.39	106,255.98
RC AT 2020	101,541.07	25,546.56	10,012.17	-1,410.05	-2,387.87	0.00	133,301.88
RC AT 2025	186,585.96	74,912.52	23,692.08	-1,103.18	-1,340.05	-30,326.39	252,420.94
RC AT 2030	168,616.65	45,700.62	14,404.40	-9,378.03	-102,502.88	43,542.59	160,383.35
RC AT 2035	102,220.60	48,136.06	14,945.86	-849.63	-2,919.67	-10,935.20	150,598.02
RC AT 2040	96,686.82	48,445.73	15,074.29	-3,884.68	-24,073.04	179.89	132,429.01
RC AT 2045	184,491.77	78,075.92	27,884.34	-2,138.11	-22,126.83	12,727.85	278,914.94
RC AT 2050	58,395.86	53,262.21	10,151.30	-4,756.48	-2,157.78	-2,165.94	112,729.17
LS-CONSERV	1,019,808.55	79,262.78	106,425.17	0.00	-37,664.76	-29,956.95	1,137,874.79
LS-MODERAT	917,474.24	89,202.63	114,451.86	-518.23	-70,698.05	6,176.43	1,056,088.88
LS-BALANCE	2,258,791.05	251,690.50	320,436.65	-16,453.83	-72,566.54	-5,780.30	2,736,117.53
LS-GROWTH	2,396,815.76	377,927.05	374,664.00	-8,622.19	-147,929.62	35,352.28	3,028,207.28
LS-AGGRESS	1,096,503.96	193,458.81	179,115.35	-4,099.77	-57,256.58	16,461.73	1,424,183.50
STBL VALUE	4,776,449.28	492,879.77	82,381.84	-6,092.65	-657,675.85	48,494.35	4,736,436.74
TOTAL RETN	1,393,730.63	107,184.43	131,842.42	-643.05	-311,773.00	-53,157.83	1,267,183.60
AF AM BAL	184,975.29	18,717.68	25,015.70	0.00	-6,269.20	-18,390.09	204,049.38
IDX 500	1,383,363.61	76,519.21	180,542.13	-548.83	-423,760.51	-98,285.49	1,117,830.12
VS EQINC	1,059,687.23	72,985.58	177,114.20	-399.82	-106,179.27	-36,866.16	1,166,341.76
VS MIDVAL	205,713.64	13,905.11	37,415.26	-201.88	-39,191.18	1,056.01	218,696.96
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