

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 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>OHIO AND VICINITY REGIONAL COUNCIL OF CARPENTERS- SOUTHWEST RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BOARD OF TRUSTEES OHIO AND VICINITY REGIONAL COUNCIL</u> <u>33 FITCH BOULEVARD</u> <u>AUSTINTOWN, OH 44515</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1965854</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-530-2841</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>238100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1965854</u>	2c Sponsor's telephone number <u>330-530-2841</u>	2d Business code (see instructions) <u>238100</u>	
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2c Sponsor's telephone number <u>330-530-2841</u>					
2d Business code (see instructions) <u>238100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/12/2013 Date	STEPHANIE PYLES 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	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3822
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..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a 4332 6b 0 6c 0 6d 4332 6e 0 6f 4332 6g 4074 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7 221

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

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
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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)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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 OHIO AND VICINITY REGIONAL COUNCIL OF CARPENTERS- SOUTHWEST RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES OHIO AND VICINITY REGIONAL COUNCIL	D Employer Identification Number (EIN) 34-1965854

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

SHUMAKER, LOOP & KENDRICK, LLP

34-4439491

(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?
29 50	NONE	5389	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COMPENSATION PROGRAMS OF OHIO

34-1787882

(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?
13 50	NONE	14400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CLARK, SCHAEFER, HACKETT & CO.

31-0800053

(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	16153	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)

PNC BANK, NATIONAL ASSOCIATION

25-1211909

(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?
19 21 49 50	NONE	35592	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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 H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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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 OHIO AND VICINITY REGIONAL COUNCIL OF CARPENTERS- SOUTHWEST RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES OHIO AND VICINITY REGIONAL COUNCIL	D Employer Identification Number (EIN) 34-1965854	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	40877	60070
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	160956	170709
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	10414	7149
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	35188	165959
(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)	1646973	1719981
(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)		
(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)	3688731	4615609
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5583139	6739477

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	21244	22838
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	21244	22838

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5561895	6716639
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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)	729246	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		729246
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	216	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		216
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	38327	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	195029	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		233356
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1612185	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1459811	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		152374
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	81652	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		81652

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		256163
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1453007

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	216066	
(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)		216066
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)	22832	
(2) Contract administrator fees	2i(2)	14400	
(3) Investment advisory and management fees	2i(3)	35592	
(4) Other	2i(4)	9373	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		82197
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		298263

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1154744
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: CLARK, SCHAEFER, HACKETT & CO.

(2) EIN: 31-0800053

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	
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	
e Was this plan covered by a fidelity bond?.....	X		250000
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	
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	
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	
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		
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		
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	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Ohio and Vicinity Regional Council of Carpenters –
Southwest Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement 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 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

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Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, as listed in the accompanying table of contents, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
October 2, 2013

Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement Plan

Financial Statements

December 31, 2012 and 2011

with Independent Auditors' Report

TABLE OF CONTENTS

Independent Auditors' Report.....	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5-10
Supplemental Schedules:	
Schedule of Assets (Held at End of Year)	11-13
Schedule of Reportable Transactions.....	14

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Ohio and Vicinity Regional Council of Carpenters –
Southwest Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement 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 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

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Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, as listed in the accompanying table of contents, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
October 2, 2013

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments at fair value:		
Money market funds	\$ 165,959	35,188
Registered investment companies	4,615,609	3,688,731
Equity securities	<u>1,719,981</u>	<u>1,646,973</u>
	6,501,549	5,370,892
Other assets:		
Cash	60,070	40,877
Accrued interest and dividends	5,449	6,662
Prepaid expense	1,700	3,752
Employer contributions receivable	<u>170,709</u>	<u>160,956</u>
	<u>6,739,477</u>	<u>5,583,139</u>
Liabilities		
Accounts payable	<u>22,838</u>	<u>21,244</u>
Net assets available for benefits	<u><u>\$ 6,716,639</u></u>	<u><u>5,561,895</u></u>

See accompanying notes to financial statements.

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income:		
Net investment earnings	\$ 723,761	106,896
Investment expense	<u>35,592</u>	<u>24,072</u>
	688,169	82,824
Employer contributions, net of reciprocity	<u>729,246</u>	<u>642,004</u>
	<u>1,417,415</u>	<u>724,828</u>
Benefits paid to participants	216,066	225,932
Administrative fees	14,400	14,400
Other administrative expenses	<u>32,205</u>	<u>32,843</u>
	<u>262,671</u>	<u>273,175</u>
Net increase	1,154,744	451,653
Net assets available for benefits:		
Beginning of year	<u>5,561,895</u>	<u>5,110,242</u>
End of year	<u><u>\$ 6,716,639</u></u>	<u><u>5,561,895</u></u>

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following brief description of the Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution pension plan covering employees of those employers who have agreed to make the required employer contributions to the Plan under the terms of a collective bargaining agreement with the Ohio and Vicinity Regional Council of Carpenters – Southwest Retirement Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The contributing employers are primarily located in Southwest Ohio. Therefore, the Plan is affected by the economic conditions of the region.

Contributions

In accordance with the collective bargaining agreement, employers are required to make monthly contributions at a fixed dollar amount for each hour worked by participants. No participant contributions to the Plan are permitted.

Participant accounts

Each participant's account is credited with employer's contributions and allocations of plan earnings and is charged with an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participation in the Plan begins on the first day of the month that follows the period during which at least 500 hours are worked during an eligibility period. The initial eligibility period is based on the 12-month period following the inception of work for a contributing employer and is measured on a plan year basis thereafter. Participants are 100 percent vested in the contributions made on their behalf during any period in which eligibility is obtained. Contributions made on behalf of participants who do not obtain sufficient work hours during an eligibility period are forfeited (permanently lost). Forfeited account balances are redistributed among the remaining participants. Forfeitures of \$6,320 and \$8,933 were redistributed among remaining participants during the years ended December 31, 2012 and 2011, respectively.

Payment of benefits

Upon termination of service (whether due to retirement, death, disability, or other termination of employment), a participant is entitled to the full value of his or her account, payable in a lump sum.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies of the Plan:

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment valuation and income recognition

The Plan's investments are stated 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 5 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 (depreciation) includes the Plan's gains and losses on investments bought and sold during the year and unrealized gains and losses on investments held at the end of the year.

Payment of benefits

Benefit payments to participants are recorded upon distribution.

Estimates

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

Subsequent events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through October 2, 2013, the date on which the financial statements were available to be issued.

3. PLAN TERMINATION:

In the event the Plan is terminated, any obligations of the Plan would be paid and all remaining net assets would be distributed to participants in the manner specified in the Plan Document.

4. INVESTMENTS:

The Plan's investments are held by a bank under a custodial arrangement. Purchases and sales of securities are authorized by an independent manager under investment policy guidelines established by the Plan.

The Plan's net investment earnings for 2012 and 2011 are summarized as follows:

	2012	2011
Interest from cash and cash equivalents, and money market investments	\$ 216	114
Dividends:		
Equity securities	38,327	29,433
Registered investment companies	195,029	164,111
	233,356	193,544
Unrealized appreciation (depreciation) from equity investments held at year end	81,652	(45,240)
Realized gains from investments sold during the year	152,374	56,825
Net appreciation (depreciation) from registered investment companies	256,163	(98,347)
Net investment earnings	\$ 723,761	106,896

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011 are as follows:

	2012	2011
Dodge & Cox Income Fund	\$ 845,058	702,141
Wells Fargo Advantage Core Bond	876,884	767,790
PIMCO FDS Total Return Bd Fund	762,050	636,573

5. FAIR VALUE MEASUREMENTS:

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

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

Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Money market funds: Valued at cost, which approximates fair value.

Equity securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Registered investment companies: Valued at the net asset value of the shares held by the plan at year end.

Ohio and Vicinity Regional Council of Carpenters –
Southwest Retirement Plan
Notes to Financial Statements
Years Ended December 31, 2012 and 2011

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

<u>Assets at Fair Value as of December 31, 2012</u>				
	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market funds	\$ 165,959	165,959	-	-
Equity securities:				
Consumer discretionary	230,818	230,818	-	-
Consumer staples	179,703	179,703	-	-
Energy	160,628	160,628	-	-
Financial	289,270	289,270	-	-
Health care	225,591	225,591	-	-
Industrials	173,810	173,810	-	-
Information technology	287,855	287,855	-	-
Materials	82,494	82,494	-	-
Telecommunication services	38,125	38,125	-	-
Utilities	51,687	51,687	-	-
	<u>1,719,981</u>	<u>1,719,981</u>	<u>-</u>	<u>-</u>
Registered investment companies:				
Large cap - value	255,739	255,739	-	-
Mid cap - growth	136,630	136,630	-	-
Mid cap - value	119,220	119,220	-	-
Small cap - growth	62,112	62,112	-	-
Small cap - value	60,030	60,030	-	-
Foreign equity	629,113	629,113	-	-
Real estate investment trust	123,843	123,843	-	-
High yield bond	618,664	618,664	-	-
Inflation protected bond	126,266	126,266	-	-
Intermediate-term bond	2,483,992	2,483,992	-	-
	<u>4,615,609</u>	<u>4,615,609</u>	<u>-</u>	<u>-</u>
	<u>\$ 6,501,549</u>	<u>6,501,549</u>	<u>-</u>	<u>-</u>

Ohio and Vicinity Regional Council of Carpenters –
Southwest Retirement Plan
Notes to Financial Statements
Years Ended December 31, 2012 and 2011

<u>Assets at Fair Value as of December 31, 2011</u>				
	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Money market funds	\$ 35,188	35,188	-	-
Equity securities:				
Consumer discretionary	217,329	217,329	-	-
Consumer staples	189,994	189,994	-	-
Energy	179,993	179,993	-	-
Financial	226,564	226,564	-	-
Health care	214,384	214,384	-	-
Industrials	156,705	156,705	-	-
Information technology	294,197	294,197	-	-
Materials	66,538	66,538	-	-
Telecommunication services	39,114	39,114	-	-
Utilities	62,155	62,155	-	-
	<u>1,646,973</u>	<u>1,646,973</u>	<u>-</u>	<u>-</u>
Registered investment companies:				
Large cap - value	206,767	206,767	-	-
Mid cap - growth	114,262	114,262	-	-
Mid cap - value	107,065	107,065	-	-
Small cap - growth	52,548	52,548	-	-
Small cap - value	54,988	54,988	-	-
Foreign equity	471,067	471,067	-	-
High yield bond	453,626	453,626	-	-
Inflation protected bond	121,904	121,904	-	-
Intermediate-term bond	2,106,504	2,106,504	-	-
	<u>3,688,731</u>	<u>3,688,731</u>	<u>-</u>	<u>-</u>
	<u>\$ 5,370,892</u>	<u>5,370,892</u>	<u>-</u>	<u>-</u>

6. TAX STATUS:

The Plan has received a favorable letter of determination from the Internal Revenue Service dated May 18, 2011, indicating that on the basis of the facts supplied, the Plan as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with Section 401(a) of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009. The Plan's policy with regard to interest and penalties, if incurred, is to recognize interest and penalty expense through other administrative expenses.

7. RELATED PARTY TRANSACTIONS:

Employers remit one payment for all fringe benefit contributions and dues deductions payable under the collective bargaining agreements. These payments were received and processed by the Southwest Ohio Regional Council of Carpenters Pension Plan ("related Pension Plan") and disbursed to the appropriate entities until December 15, 2012. Beginning December 15, 2012, fringe benefit contributions and dues deductions were processed by BeneSys, Inc. a third-party administrator serving the Ohio Carpenters benefit plans. At December 31, 2012, contributions receivable included \$89,328 collected by the related Pension Plan and \$81,381 collected by BeneSys, Inc. At December 31, 2011, contributions receivable included \$160,956 collected by the related Pension Plan.

The related Pension Plan incurred certain administrative expenses related to its collection efforts and also generated income from interest and liquidated damages. The net income or expense is between the various fringe benefit and dues funds based on each funds' related share of the total collections. At December 31, 2012, the Plan was due \$451 from the related Pension Plan for its share of the net income generated by the collection account. At December 31, 2011, the Plan owed the related Pension Plan \$3,006 for its share of the net cost related to collecting contributions.

SUPPLEMENTAL SCHEDULES

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
	<u>Identity of Issue</u>	<u>Principal Amount/Shares</u>	<u>Cost</u>	<u>Current Value</u>
* Investment Manager: PNC Institutional Investments				
Money market fund:				
	FIDELITY MONEY MARKET INSTITUTIONAL CLASS	165,959	\$ 165,959	165,959
Equity securities:				
	3M COMPANY	135	11,663	12,528
	ABBOTT LABORATORIES INC	150	8,833	9,825
	ACCENTURE PLC	135	9,314	8,978
	ACE LIMITED	110	7,271	8,778
	AMERICAN EXPRESS CO	165	7,116	9,484
	AMERICAN WATER WORKS CO INC	495	12,594	18,379
	AMETEK INC NEW	310	11,195	11,647
	AMPHENOL CORP NEW CL A	190	10,792	12,293
	ANHEUSER BUSCH INBEV	170	14,250	14,860
	APPLE INC	92	18,840	48,960
	ASHLAND INC	115	8,602	9,247
	AT&T INC	655	21,418	22,080
	B/E AEROSPACE INC	185	8,425	9,139
	BAXTER INTERNATIONAL INC	145	8,745	9,666
	BOEING CO	370	27,511	27,883
	BROADCOM CORP	290	9,899	9,631
	CAPITAL ONE FINANCIAL CORP	150	9,016	8,690
	CBS CORP CLASS B WI	260	8,268	9,893
	CELGENE CORP	160	9,377	12,555
	CENTURYLINK INC	200	8,380	7,824
	CF INDUSTRIES HOLDINGS INC	125	21,005	25,395
	CHEVRON CORPORATION	252	19,346	27,251
	CHUBB CORP	160	9,392	12,051
	CISCO SYSTEMS INC	1,290	22,570	25,347
	CITIGROUP INC	495	19,058	19,582
	COCA COLA CO	914	27,254	33,133
	COCA COLA ENTERPRISES	815	21,666	25,860
	COGNIZANT TECHNOLOGY SOLUTIONS	120	8,511	8,866
	COMCAST CORPORATION CL A	953	21,836	35,604
	CONAGRA FOODS INC	315	8,818	9,293
	COOPER COS INC NEW	275	21,441	25,432
	COVIDIEN PLC	280	14,084	16,167
	D R HORTON INC	400	8,893	7,912
	DISCOVER FINANCIAL W/I	415	10,382	15,998
	DISNEY WALT CO	570	26,572	28,380
	EASTMAN CHEM CO	385	20,597	26,200
	EBAY INC	745	25,878	37,993
	EMC CORP	589	12,183	14,902
	ENSCO PLC	140	8,031	8,299
	EXXON MOBIL CORP	555	44,865	48,035

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
	<u>Identity of Issue</u>	<u>Principal Amount/Shares</u>	<u>Cost</u>	<u>Current Value</u>
	FIFTH THIRD BANCORP	780	11,270	11,856
	FMC CORPORATION NEW	370	18,018	21,652
	FOOT LOCKER INC	230	7,768	7,388
	FRANKLIN RESOURCES INC	85	10,171	10,685
	GENERAL ELECTRIC CO	1,598	27,115	33,542
	GOLDMAN SACHS GROUP INC	70	8,447	8,929
	GOOGLE INC-CL A	27	15,140	19,099
	HALLIBURTON CO	340	11,689	11,795
	HCP INC REIT	485	20,210	21,902
	HOME DEPOT INC	525	23,267	32,472
	INTEL CORP	714	15,209	14,723
	INTERCONTINENTAL EXCHANGE INC	85	10,716	10,524
	INTERNATIONAL BUSINESS MACHS CORP	125	16,182	23,944
	JOHNSON & JOHNSON	437	29,096	30,634
	JPMORGAN CHASE & CO	654	23,650	28,756
	LILLY ELI & CO	225	9,375	11,097
	LIMITED BRANDS INC	440	12,755	20,706
	MACY'S INC	305	8,902	11,901
	MERCK & CO INC	470	16,317	19,242
	METLIFE INC.	400	14,057	13,176
	MICHAEL KORS HOLDINGS LTD	170	9,590	8,675
	MICROSOFT CORP	702	19,645	18,750
	MOODY'S CORP	180	8,288	9,058
	MYLAN INC	390	9,069	10,706
	NATIONAL OILWELL VARCO INC	130	6,177	8,886
	OGE ENERGY CORP	280	11,352	15,767
	OMNICARE INC.	245	8,806	8,845
	ORACLE CORP	719	19,635	23,957
	PALL CORP	185	11,723	11,148
	PENTAIR LTD SEDOL	200	8,739	9,830
	PFIZER INC	882	16,565	22,120
	PHILIP MORRIS INTERNAT-W/I	546	34,534	45,667
	PLAINS ALL AMERICAN PIPELINE LTD PARTNERSHIP	185	8,498	8,369
	POLARIS INDS INC	150	8,092	12,623
	PROCTER & GAMBLE CO	369	24,304	25,051
	PVH CORP	245	20,258	27,197
	QUALCOMM	330	17,808	20,413
	RESMED INC	355	10,678	14,757
	ROSS STORES INC	150	9,425	8,114
	SHIRE PLC SPONSORED ADR	160	13,535	14,749
	SIMON PROPERTY GROUP INC	145	19,566	22,924
	SUNCOR ENERGY INC	850	23,941	28,034
	SUNTRUST BANKS INC	320	7,358	9,072
	THE HERSHEY COMPANY	200	9,990	14,444
	UNION PACIFIC CORP	190	20,278	23,886

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
	<u>Identity of Issue</u>	<u>Principal Amount/Shares</u>	<u>Cost</u>	<u>Current Value</u>
	UNITED RENTALS INC	200	8,011	9,104
	UNITED TECHNOLOGIES CORP	306	20,007	25,095
	UNITEDHEALTH GROUP INC	365	12,265	19,797
	US BANCORP DEL COM NEW	490	12,891	15,651
	VALERO ENERGY CORP	585	18,003	19,960
	VERIZON COMMUNICATIONS INC	190	8,332	8,221
	VISA INC CLASS A SHARES	154	13,160	23,344
	WELLS FARGO & COMPANY	843	22,704	28,814
	WHOLE FOODS MKT INC	125	7,889	11,395
	WISCONSIN ENERGY CORP	476	11,359	17,541
	WYNDHAM WORLDWIDE CORP	375	11,611	19,954
			<u>1,417,331</u>	<u>1,719,981</u>
Registered investment companies:				
	ARTISAN FDS INC INTERNATIONAL FUND	10,393	224,350	255,573
	BARON SMALL CAP FUND	2,347	49,202	62,112
	DODGE & COX INCOME FUND	60,971	819,064	845,058
	DODGE & COX INTERNATIONAL STOCK FUND	7,302	238,062	252,953
	FIDELITY ADVISOR FLOATING HIGH INCOME FUND	29,219	283,439	289,853
	GOLDMAN SACHS GRTH OPPOR	5,529	118,534	136,630
	ISHARES BARCLAYS TR U S TIP ETF	1,040	123,483	126,266
	ISHARES DOW JONES U.S. REAL ESTATE INDEX ETF	1,915	117,466	123,843
	ISHARES RUSSELL 2000 VALUE INDEX FUND ETF	795	57,804	60,030
	ISHARES TR RUSSELL MIDCAP VALUE INDEX FD ETF	2,373	114,117	119,220
	PIMCO FDS TOTAL RETURN BD FUND	67,798	754,045	762,050
	T ROWE PRICE EQUITY INCOME FUND	9,669	242,053	255,739
	TEMPLETON GLOBAL BOND FUND	24,649	335,446	328,811
	VANGUARD FTSE EMERGING MARKETS ETF	2,708	100,478	120,587
	WELLS FARGO ADVANTAGE CORE BOND	68,081	885,068	876,884
			<u>4,462,611</u>	<u>4,615,609</u>
	Total managed by PNC Institutional Investments		<u>\$ 6,045,901</u>	<u>6,501,549</u>

* Party-in-interest

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
Year Ended December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4j - Schedule of Reportable Transactions

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party Involved	Description of Asset	Purchase Price	Selling Price	Cost	Current Value on Transaction Date	Gain (Loss)
<i>Category iii - Series of Transactions in Excess of 5 Percent of Net Assets</i>						
* PNC	Fidelity Money Market Institutional Class					
	Purchases	\$ 557,068	-	557,068	557,068	-
	Sales	-	391,109	391,109	391,109	-

* Party-in-interest

There were no reportable category i, ii, or iv transactions for the year ended December 31, 2012.

Note: "Reportable transactions" are defined in Section 2520.103-6 of the Department of Labor's Regulations.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

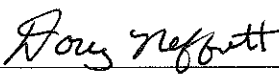
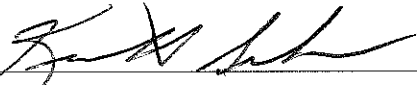
Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2012****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012**A** This return/report is for: ☒ a multiemployer plan; ☐ a multiple-employer plan; or
☐ 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 OHIO AND VICINITY REGIONAL COUNCIL OF CARPENTERS- SOUTHWEST RETIREMENT PLAN**1b** Three-digit plan number (PN) ▶ 001**1c** Effective date of plan 05/01/2001**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
BOARD OF TRUSTEES
OHIO AND VICINITY REGIONAL COUNCIL**2b** Employer Identification Number (EIN)
34-196585433 FITCH BOULEVARD**2c** Sponsor's telephone number
(330) 530-2841AUSTINTOWNOH 44515**2d** Business code (see instructions)
238100**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>10/10/13</u>	DOUG REFFITT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>10/10/13</u>	KEN SCHROEDER
	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)

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
	<u>Identity of Issue</u>	<u>Principal Amount/Shares</u>	<u>Cost</u>	<u>Current Value</u>
* Investment Manager: PNC Institutional Investments				
Money market fund:				
	FIDELITY MONEY MARKET INSTITUTIONAL CLASS	165,959	\$ 165,959	165,959
Equity securities:				
	3M COMPANY	135	11,663	12,528
	ABBOTT LABORATORIES INC	150	8,833	9,825
	ACCENTURE PLC	135	9,314	8,978
	ACE LIMITED	110	7,271	8,778
	AMERICAN EXPRESS CO	165	7,116	9,484
	AMERICAN WATER WORKS CO INC	495	12,594	18,379
	AMETEK INC NEW	310	11,195	11,647
	AMPHENOL CORP NEW CL A	190	10,792	12,293
	ANHEUSER BUSCH INBEV	170	14,250	14,860
	APPLE INC	92	18,840	48,960
	ASHLAND INC	115	8,602	9,247
	AT&T INC	655	21,418	22,080
	B/E AEROSPACE INC	185	8,425	9,139
	BAXTER INTERNATIONAL INC	145	8,745	9,666
	BOEING CO	370	27,511	27,883
	BROADCOM CORP	290	9,899	9,631
	CAPITAL ONE FINANCIAL CORP	150	9,016	8,690
	CBS CORP CLASS B WI	260	8,268	9,893
	CELGENE CORP	160	9,377	12,555
	CENTURYLINK INC	200	8,380	7,824
	CF INDUSTRIES HOLDINGS INC	125	21,005	25,395
	CHEVRON CORPORATION	252	19,346	27,251
	CHUBB CORP	160	9,392	12,051
	CISCO SYSTEMS INC	1,290	22,570	25,347
	CITIGROUP INC	495	19,058	19,582
	COCA COLA CO	914	27,254	33,133
	COCA COLA ENTERPRISES	815	21,666	25,860
	COGNIZANT TECHNOLOGY SOLUTIONS	120	8,511	8,866
	COMCAST CORPORATION CL A	953	21,836	35,604
	CONAGRA FOODS INC	315	8,818	9,293
	COOPER COS INC NEW	275	21,441	25,432
	COVIDIEN PLC	280	14,084	16,167
	D R HORTON INC	400	8,893	7,912
	DISCOVER FINANCIAL W/I	415	10,382	15,998
	DISNEY WALT CO	570	26,572	28,380
	EASTMAN CHEM CO	385	20,597	26,200
	EBAY INC	745	25,878	37,993
	EMC CORP	589	12,183	14,902
	ENSCO PLC	140	8,031	8,299
	EXXON MOBIL CORP	555	44,865	48,035

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
	<u>Identity of Issue</u>	<u>Principal Amount/Shares</u>	<u>Cost</u>	<u>Current Value</u>
	FIFTH THIRD BANCORP	780	11,270	11,856
	FMC CORPORATION NEW	370	18,018	21,652
	FOOT LOCKER INC	230	7,768	7,388
	FRANKLIN RESOURCES INC	85	10,171	10,685
	GENERAL ELECTRIC CO	1,598	27,115	33,542
	GOLDMAN SACHS GROUP INC	70	8,447	8,929
	GOOGLE INC-CL A	27	15,140	19,099
	HALLIBURTON CO	340	11,689	11,795
	HCP INC REIT	485	20,210	21,902
	HOME DEPOT INC	525	23,267	32,472
	INTEL CORP	714	15,209	14,723
	INTERCONTINENTAL EXCHANGE INC	85	10,716	10,524
	INTERNATIONAL BUSINESS MACHS CORP	125	16,182	23,944
	JOHNSON & JOHNSON	437	29,096	30,634
	JPMORGAN CHASE & CO	654	23,650	28,756
	LILLY ELI & CO	225	9,375	11,097
	LIMITED BRANDS INC	440	12,755	20,706
	MACY'S INC	305	8,902	11,901
	MERCK & CO INC	470	16,317	19,242
	METLIFE INC.	400	14,057	13,176
	MICHAEL KORS HOLDINGS LTD	170	9,590	8,675
	MICROSOFT CORP	702	19,645	18,750
	MOODY'S CORP	180	8,288	9,058
	MYLAN INC	390	9,069	10,706
	NATIONAL OILWELL VARCO INC	130	6,177	8,886
	OGE ENERGY CORP	280	11,352	15,767
	OMNICARE INC.	245	8,806	8,845
	ORACLE CORP	719	19,635	23,957
	PALL CORP	185	11,723	11,148
	PENTAIR LTD SEDOL	200	8,739	9,830
	PFIZER INC	882	16,565	22,120
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	PLAINS ALL AMERICAN PIPELINE LTD PARTNERSHIP	185	8,498	8,369
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Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4i - Schedule of Assets (Held at End of Year)

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			<u>1,417,331</u>	<u>1,719,981</u>
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			<u>4,462,611</u>	<u>4,615,609</u>
	Total managed by PNC Institutional Investments		<u>\$ 6,045,901</u>	<u>6,501,549</u>

* Party-in-interest

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
Year Ended December 31, 2012
EIN #34-1965854; PLAN #001
Schedule H - Item 4j - Schedule of Reportable Transactions

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party Involved	Description of Asset	Purchase Price	Selling Price	Cost	Current Value on Transaction Date	Gain (Loss)
<i>Category iii - Series of Transactions in Excess of 5 Percent of Net Assets</i>						
* PNC	Fidelity Money Market Institutional Class					
	Purchases	\$ 557,068	-	557,068	557,068	-
	Sales	-	391,109	391,109	391,109	-

* Party-in-interest

There were no reportable category i, ii, or iv transactions for the year ended December 31, 2012.

Note: "Reportable transactions" are defined in Section 2520.103-6 of the Department of Labor's Regulations.

Ohio & Vicinity Regional Council of Carpenters – Southwest Retirement Plan
34-1965854

Attachment
Form 5500
Signature Information

The return is for a multiemployer benefit plan sponsored by a joint employer-union board of trustees.
The signature of the representative of the union trustees is presented on the plan administrator line.
The signature of the representative of the employer trustees is presented on the employer/plan sponsor line.

Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
EIN #34-1965854; PLAN #001
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Ohio and Vicinity Regional Council of Carpenters -
Southwest Retirement Plan
December 31, 2012
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Ohio and Vicinity Regional Council of Carpenters -
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	PIMCO FDS TOTAL RETURN BD FUND	67,798	754,045	762,050
	T ROWE PRICE EQUITY INCOME FUND	9,669	242,053	255,739
	TEMPLETON GLOBAL BOND FUND	24,649	335,446	328,811
	VANGUARD FTSE EMERGING MARKETS ETF	2,708	100,478	120,587
	WELLS FARGO ADVANTAGE CORE BOND	68,081	885,068	876,884
			<u>4,462,611</u>	<u>4,615,609</u>
	Total managed by PNC Institutional Investments		<u>\$ 6,045,901</u>	<u>6,501,549</u>

* Party-in-interest