Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/2003

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

WESTPAC INVESTMENTS, INC..

555 RAMONA DRIVE
SAN LUIS OBISPO, CA 93433

2b Employer Identification Number (EIN) 77-0505583

2c Sponsor's telephone number 805-544-7343

2d Business code (see instructions) 531390

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.	10/14/2013	MICHAEL B. KAFKA
	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 [X] 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**	397
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**	223
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	236
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	236
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	180
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 2G 2J 2S 2T 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTPAC INVESTMENTS, INC..

D Employer Identification Number (EIN)
77-0505583

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.

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL 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
04-1590850	65935	MR 60809-1	180	01/01/2012	12/31/2012

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
978	0

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

GIRARD SECURITIES, INC.
9560 WAPLES ST. STE B
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
978			1

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	0
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.	**6d**	

Specify nature of costs ▶

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
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(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
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
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
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTPAC INVESTMENTS, INC..

D Employer Identification Number (EIN)
77-0505583

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).. . . . . [X] 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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

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

STATE STREET GLOBAL MARKETS

04-3464336

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

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

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

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

GIRARD SECURITIES, INC.

33-0394862

(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?
53	SHAREHOLDER SERV/PROV	0	Yes [X] No [ ]	Yes [ ] No [X]	11446	Yes [ ] No [X]

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

MASSACHUSETTES MUTUAL LIFE INS. CO.

04-1590850

(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?
52 64 60 72 63	CONTRACT ADMINISTRATOR	6552	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LIDEN, NESTLE, SOLED & ASSOCIATES,I

77-0204740

(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	THIRD PARTY ADMIN	0	Yes [X] No [ ]	Yes [ ] No [X]	880	Yes [ ] No [X]

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
GIRARD SECURITIES, INC.	53	11446

(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.
MASSACHUSETTES MUTUAL INS, CO. 04-1590850	COMMISSION AND FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LIDEN, NESTLE, SOLED & ASSOCIATES,I	13	512

(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.
MASSACHUSETTES MUTUAL LIFE INS, CO. 04-1590850	EXPENSE REIMBURSEMENT TO THIRD PARTY

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LIDEN, NESTLE, SOLED & ASSOCIATES,I	13	880

(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.
MASSACHUSETTES MUTUAL LIFE INS. CO. 04-1590850	EXPENSE REIMBURSEMENT TO THIRD PARTY

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

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
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WESTPAC INVESTMENTS, INC..

D Employer Identification Number (EIN)
77-0505583

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MASSMUTUAL PREMIER

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MASSMUTUAL PREMIER

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	8486

a Name of MTIA, CCT, PSA, or 103-12 IE: MASSMUTUAL SELECT

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	106337

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN/TEMPLETON

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	9257

a Name of MTIA, CCT, PSA, or 103-12 IE: ALGER

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	22310

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	1646

a Name of MTIA, CCT, PSA, or 103-12 IE: MASSMUTUAL PREMIER

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

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)
04-1590850-001	P	5105

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23190

a Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85567

a Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17247

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43572

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 176330

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44885

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6897

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANZ GLOBAL INVESTORS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANZ GLOBAL INVESTORS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1532

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3301

a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANZ GLOBAL INVESTORS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 105420

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39981

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INVESTMENT MANAGEMENT

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4162

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19700

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98694

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107204

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13860

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35760

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41311

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS

b Name of sponsor of entity listed in (a): MASSACHUSSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7887

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87805

a Name of MTIA, CCT, PSA, or 103-12 IE: VICTORY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6140

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72120

a Name of MTIA, CCT, PSA, or 103-12 IE: SINGLE RATED POOL 2012A

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98462

a Name of MTIA, CCT, PSA, or 103-12 IE: GIA - MISCELLANEOUS

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76

a Name of MTIA, CCT, PSA, or 103-12 IE: PARTICIPANT LOANS

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

c EIN-PN 04-1590850-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 481

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTPAC INVESTMENTS, INC..

D Employer Identification Number (EIN)
77-0505583

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	7852
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	205405	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)	2083	481
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	829065	1294225
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	1036553	1302558
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1036553	1302558

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)	0	
(B) Participants	2a(1)(B)	186882	
(C) Others (including rollovers)	2a(1)(C)	30662	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		217544
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)	82	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		82
(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)	30736	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		30736
(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)		0
(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)		103530
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		351892
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	74033	
(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)		74033
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	11854	
(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)		11854
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		85887
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		266005
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BERTO SPECHLER SARMIENTO MCKAY & CO **(2)** EIN: 77-0048636

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		15657
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		200000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
WESTPAC INVESTMENTS, INC.401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTPAC INVESTMENTS, INC..

D Employer Identification Number (EIN)
77-0505583

Part I Distributions

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

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

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

EIN(s): 16-1470238 04-1590850

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

WESTPAC INVESTMENTS, INC. 401(k) PROFIT SHARING PLAN

Financial Statements, Supplemental Schedules
And Independent Auditor's Report

December 31, 2012

WESTPAC INVESTMENTS 401(k) PROFIT SHARING PLAN

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(RETIRED)

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Westpac Investments, Inc. 401(k) Profit Sharing Plan
San Luis Obispo, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Westpac Investments, Inc 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Counsel Trust D.B.A Mid Atlantic Trust Company, State Street Bank and Trust Company, and Massachusetts Mutual Life Insurance Company, the trustee and custodians of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee and custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee and custodians as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee and custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and custodians, 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.

Berti Spechler Sarmiento McKay & Co. LLP.

October 11, 2013
Santa Barbara, California

BERTI SPECHLER SARMIENTO MCKAY & CO. LLP
Certified Public Accountants

WESTPAC INVESTMENTS, INC. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value	$ 1,294,225	$ 1,034,470
Receivables:		
Participant contributions	7,852	-
Notes receivable from participants	481	2,083
Total receivables	8,333	2,083
Total assets	1,302,558	1,036,553
NET ASSETS		
Net assets reflecting investments at fair value	1,302,558	1,036,553
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	-
Net assets available for benefits	$ 1,302,558	$ 1,036,553

The accompanying notes are an integral part of these financial statements.

WESTPAC INVESTMENTS, INC. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Year Ended December 31, 2012

ADDITIONS	
Additions in net assets attributed to:	
Investment income:	
Dividend and interest income	$ 30,736
Net appreciation in fair value of investments	103,530
Total investment income	134,266
Interest on notes receivable from participants	82
Contributions:	
Participant contributions	186,882
Rollovers	30,662
Total contributions	217,544
Total additions	351,892
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	74,033
Administration fees	11,854
Total deductions	85,887
Net increase	266,005
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	1,036,553
End of year	$ 1,302,558

The accompanying notes are an integral part of these financial statements.

NOTE A – DESCRIPTION OF PLAN

The following description of the Westpac Investments, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan, formed on February 1, 2003, is a defined contribution plan generally covering all employees of Westpac Investments, Inc. and affiliated companies (the Company), as described in the Plan agreement, who have one year of service and are at least twenty-one (21) years of age. The service requirement was waived for employees at the Plan's inception date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Amendments: Effective March 1, 2010 the Plan was amended and restated in its entirety coinciding with a change in trustees to Counsel Trust DBA Mid Atlantic Trust Company with recordkeeping by Paychex Retirement Services. Upon restatement, the Plan adopted a standardized prototype plan sponsored by Paychex, Inc. In conjunction with the restatement, the eligibility requirements were amended to increase the service period requirement from six months to one year and new issuances of participant loans are no longer permitted. Effective, October 1, 2012, the Plan was amended to change the entry date to the first day of the quarter following meeting the eligibility requirements. The prior entry date was the day a participant completed the eligibility requirements.

Contributions: Each year, participants may contribute pre-tax or after-tax (Roth) amounts up to 92% of annual compensation, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan has an auto-enrollment feature whereby all eligible participants are automatically enrolled in the plan, unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at a 3% of eligible compensation in a retirement date targeted balanced fund until changed by the participant.

The Company, at its discretion, may make employer profit sharing contributions. The Company did not make a profit sharing contribution for 2012.

Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain IRS limitations.

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 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 contributions plus actual earnings thereon. A participant is always one hundred percent (100%) vested in their account. Vesting in the Company's profit sharing contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after six years of credited service.

Notes receivable from participants: Prior to March 1, 2010, participants could borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their

account balance. The loans are secured by the balance in the participant's account and bear interest rates that range from 9.00% to 9.25%. Principal and interest is paid ratably through payroll deductions. Since March 1, 2010, the Plan does not allow new issuances of participant loans.

Withdrawals and Payment of Benefits: The Plan includes several sets of provisions for withdrawal or payment of benefits relative to a participant's age and circumstances, in compliance with provisions of the Internal Revenue Code. There are provisions for disability, death, hardship withdrawal, direct rollovers, lump sum benefit payments and delay of payments to retirement date.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires that management make estimates and assumptions that affect the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

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. Purchases and sales of investments are recorded on a trade date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits: Benefits are recorded when paid.

Subsequent Events: The plan has evaluated subsequent events through October 11, 2013 the date the financial statements were available to be issued.

NOTE C- RISKS AND UNCERTAINTIES

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

NOTE D – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE AND CUSTODIANS

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Counsel Trust DBA Mid Atlantic Trust Company, State Street Bank and Trust Company, and Massachusetts Mutual Life Insurance Company, the trustee and custodians of the Plan, except for comparing such information certified by the trustees to information included in the Plan's financial statements and supplemental schedule.

The following table presents the investments in the Plan that were certified by the trustee and custodians of the Plan as of December 31, 2012 and 2011. Single investments representing more than 5% of the Plan's net assets at year-end are separately identified.

	December 31, 2012		December 31, 2011	
Investments certified by Plan's trustee and custodians:				
Mutual funds:				
American Funds EuroPacific Gr Fd	$ 98,694	*	$ -	
American Funds Wash Mutl Invs Fd	107,204	*	-	
MM S&P 500 Index Fd (Nrthrn Tr)	106,337	*	-	
Nuveen Mid Cap Index Fd	85,566	*	-	
PIMCO Total Return Fd	105,420	*	-	
T. Rowe Price 2030 Fd	87,805	*	-	
T. Rowe Price 2035 Fd	176,330	*	-	
T. Rowe Price 2040 Fd	72,120	*	-	
Federated Automated Cash Management Trust	-		205,405	*
Delaware Emerging Markets Fund	-		53,876	*
Metropolitan West Total Return Bond Fund	-		101,265	*
Prudential High-Yield Fund	-		62,206	*
Schwab S&P Index Fund	-		221,816	*
Vanguard Inflation Protected Securities	-		94,554	*
DWS US Bond Index Fund	-		-	
Other mutual funds	356,212		295,348	
Subtotal mutual funds	1,195,688		1,034,470	
Guaranteed interest account:				
MassMutual Single Rated Pool 2012a	98,537	*	-	
Subtotal guaranteed interest accounts	98,537		-	
Total investments	$ 1,294,225		$ 1,034,470	

* Represents 5% or more of net assets available for benefits.

The trustee and custodians also certified to the completeness and accuracy of $103,530 of net appreciation in fair value of investments and $30,736 of interest and dividends related to the aforementioned investments for the year ended December 31, 2012. The $103,530 of the net appreciation in fair value of investments during 2012 was attributable to the Plan's investments in mutual funds.

NOTE E – FAIR VALUE MEASUREMENT

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability; and
- 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.

Mutual Funds: The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed interest account: The guaranteed interest account is valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. Because the participants transact at contract value, fair value is determined annual for financial statement reporting purposes only.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future 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 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:

	Assets at Fair Value as of December 31,2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced funds	$ 557,425	$ -	$ -	$ 557,425
Fixed income funds	128,267	-		128,267
Growth funds	190,105	-	-	190,105
International Growth	110,742	-	-	110,742
Equity index funds	209,149	-	-	209,149
Total mutual funds	1,195,688	-	-	1,195,688
Guaranteed interest account	-	-	98,537	98,537
	$ 1,195,688	$ -	$ 98,537	$ 1,294,225

	Assets at Fair Value as of December 31,2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced funds	$ 25,540	$ -	$ -	$ 25,540
Fixed income funds	303,997	-	-	303,997
Growth funds	158,508	-	-	158,508
International Growth	119,204	-	-	119,204
Equity index funds	221,816	-	-	221,816
Money market fund	205,405	-	-	205,405
	$ 1,034,470	$ -	$ -	$ 1,034,470

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

Level 3 Assets - Year Ended December 31, 2012:

	Guaranteed interest account
Balance, beginning of year	$ -
Change in unrealized gain during the year	-
Purchases, sales, issuances and settlements (net) at contract value	98,537
Balance, end of year	$ 98,537

NOTE F – GUARANTEED INTEREST ACCOUNT WITH MASSMUTUAL

During 2012, the Plan entered into a fully benefit-responsive annuity contract (guaranteed interest account) with MassMutual. MassMutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed interest account contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed interest account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed interest account. The guaranteed interest account is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by MassMutual, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of the investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 was $98,537. The contract value at December 31, 2012 was also $98,537.

The average yields earned by the guaranteed interest account for 2012 are as follows:

Based on actual earnings	2.14%
Bassed on interest rate credited to participants	2.14%

NOTE G – PLAN TERMINATION

Although Westpac Investments, Inc. has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA.

NOTE H – RELATED-PARTY TRANSACTIONS

The plan invests in shares of mutual funds managed by an affiliate of Massachusetts Mutual Life Insurance Company (MassMutual), a directed trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE I – PROHIBITED TRANSACTIONS

During 2012, the Company failed to remit certain employee contributions and loan payments totaling $95,267 within the period prescribed by Department of Labor regulations. Delays in remitting contributions to the Plan were due to administrative errors. The Company is in the process of calculating and restoring the lost earnings to the affected participants' accounts.

NOTE J – TAX STATUS

Effective March 1, 2010, the Plan adopted a standardized form of a prototype plan sponsored by Paychex, Inc. The prototype plan has received an opinion letter, dated March 31, 2008, from the IRS as to the prototype plan's qualified status.

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 be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan and has concluded 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.

SUPPLEMENTAL SCHEDULES

WESTPAC INVESTMENTS, INC. 401(K) PROFIT SHARING PLAN
EIN: 77-0505583
PLAN NUMBER 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Alger Capital Appreciation Fd	Mutual fund	$ 22,310
	American Funds New World Fd	Mutual fund	7,886
	MFS International Value Fd	Mutual fund	4,162
	Nuveen Small Cap Index Fd	Mutual fund	17,246
	PIMCO Cmdty Real Rtn Strat FD	Mutual fund	1,532
	PIMCO Total Return Fd	Mutual fund	105,420
*	Prm Shrt Drtn Bnd Fd (Babson)	Mutual fund	8,486
*	MM S&P 500 Index Fd (Nrthrn Tr)	Mutual fund	106,337
	T. Rowe Price 2005 Fd	Mutual fund	1,646
	T. Rowe Price 2010 Fd	Mutual fund	39,981
	T. Rowe Price 2015 Fd	Mutual fund	23,189
	T. Rowe Price 2020 Fd	Mutual fund	41,311
	T. Rowe Price 2025 Fd	Mutual fund	43,572
	T. Rowe Price 2030 Fd	Mutual fund	87,805
	T. Rowe Price 2040 Fd	Mutual fund	72,120
	T. Rowe Price 2050 Fd	Mutual fund	19,699
	T. Rowe Price 2035 Fd	Mutual fund	176,321
	T. Rowe Price 2045 Fd	Mutual fund	44,885
	T. Rowe Price 2055 Fd	Mutual fund	6,896
	T. Rowe Price Retirmnt Income Fd (U)	Mutual fund	238
	T. Rowe Price Retirmnt Income Fd	Mutual fund	3,063
	Templeton Global Bond Fd	Mutual fund	9,256
	Victory Small Company Oppty Fd	Mutual fund	6,140
	American Funds Wash Mutl Invs Fd	Mutual fund	107,204
	American Funds Fundmntl Invs Fd	Mutual fund	35,759
	American Funds EuroPacific Gr Fd	Mutual fund	98,694
	Fidelity Advisor Levd Co St Fd	Mutual fund	13,859
	Nuveen Mid Cap Index Fd	Mutual fund	85,566
*	Prm High Yield Fd (Babson)	Mutual fund	5,105
*	Single Rated Pool 2012a	Guaranteed Interest Account	98,537
			$ 1,294,225
*	Participant loans	Interest rate 9.00%	$ 481

* Investment with party in interest

WESTPAC INVESTMENTS, INC. 401(K) PROFIT SHARING PLAN
EIN: 77-0505583
PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2012

Description			Participant Contribution Amount	Total that Constitute Nonexempt Prohibited Transactions
Paycheck Date	Date Deposited to Plan	Type		
January 13, 2012	November 30, 2012	deferral contribution	$ 2,688	$ 2,688
January 13, 2012	January 30, 2012	deferral contribution	4,266	4,266
January 13, 2012	January 30, 2012	loan payment	9	9
January 27, 2012	November 30, 2012	deferral contribution	2,561	2,561
February 10, 2012	November 30, 2012	deferral contribution	1,020	1,020
February 10, 2012	February 22, 2012	loan payment	308	308
February 10, 2012	February 23, 2012	deferral contribution	4,193	4,193
March 9, 2012	November 30, 2012	deferral contribution	698	698
March 9, 2012	November 30, 2012	loan payment	10	10
March 23, 2012	November 30, 2012	deferral contribution	375	375
April 6, 2012	November 30, 2012	deferral contribution	369	369
April 20, 2012	November 30, 2012	deferral contribution	438	438
April 20, 2012	November 30, 2012	loan payment	9	9
May 4, 2012	December 3, 2012	deferral contribution	6,293	6,293
May 4, 2012	December 3, 2012	loan payment	10	10
May 18, 2012	July 27, 2012	loan payment	96	96
May 18, 2012	August 2, 2012	loan payment	10	10
May 18, 2012	October 15, 2012	deferral contribution	4	4
May 18, 2012	December 3, 2012	deferral contribution	125	125
June 1, 2012	June 11, 2012	deferral contribution	3,845	3,845
June 1, 2012	June 20, 2012	deferral contribution	4	4
June 1, 2012	June 21, 2012	deferral contribution	4	4
June 1, 2012	July 27, 2012	loan payment	96	96
June 1, 2012	August 2, 2012	loan payment	9	9
June 15, 2012	July 27, 2012	loan payment	96	96
June 15, 2012	August 2, 2012	loan payment	10	10
June 26, 2012	July 9, 2012	deferral contribution	197	197
June 29, 2012	July 9, 2012	deferral contribution	5,357	5,357
June 29, 2012	July 10, 2012	deferral contribution	733	733
June 29, 2012	July 27, 2012	loan payment	96	96
June 29, 2012	August 2, 2012	loan payment	10	10
July 13, 2012	July 30, 2012	deferral contribution	5,396	5,396
July 13, 2012	July 30, 2012	loan payment	96	96
July 13, 2012	July 31, 2012	deferral contribution	820	820
July 15, 2012	August 2, 2012	loan payment	10	10
July 27, 2012	August 16, 2012	deferral contribution	2,532	2,532
July 27, 2012	August 16, 2012	loan payment	96	96
July 27, 2012	November 6, 2012	loan payment	10	10
July 31, 2012	August 16, 2012	deferral contribution	91	91
August 1, 2012	August 16, 2012	deferral contribution	4,682	4,682
August 10, 2012	August 22, 2012	deferral contribution	8,023	8,023
August 10, 2012	August 22, 2012	loan payment	96	96
August 10, 2012	October 9, 2012	deferral contribution	44	44
August 24, 2012	September 4, 2012	deferral contribution	7,632	7,632
August 24, 2012	September 4, 2012	loan payment	106	106
September 7, 2012	September 20, 2012	deferral contribution	7,859	7,859
September 7, 2012	September 20, 2012	loan payment	10	10
September 12, 2012	September 25, 2012	deferral contribution	12	12
September 21, 2012	October 15, 2012	deferral contribution	100	100
October 19, 2012	November 1, 2012	deferral contribution	3,403	3,403
October 19, 2012	November 2, 2012	deferral contribution	4,617	4,617
October 19, 2012	November 2, 2012	loan payment	10	10
November 2, 2012	November 13, 2012	deferral contribution	7,689	7,689
November 2, 2012	November 13, 2012	loan payment	10	10
December 4, 2012	December 28, 2012	deferral contribution	122	122
December 28, 2012	January 14, 2013	deferral contribution	7,852	7,852
December 28, 2012	January 14, 2013	loan payment	10	10
			$ 95,267	$ 95,267

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- ☐ a multiemployer plan;
- ☐ a multiple-employer plan; or
- ☒ 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
Westpac Investments, Inc.401K Profit Sharing Plan & Trust

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/2003

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

555 Ramona Drive

San Luis Obispo CA 93433

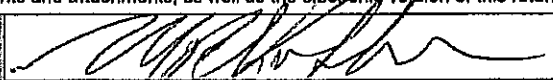
2b Employer Identification Number (EIN)
77-0505583

2c Sponsor's telephone number
805-544-7343

2d Business code (see instructions)
531390

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			Michael B. Kafka
	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 [X] Same as Plan Sponsor Name [X] 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	397
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	223
b	Retired or separated participants receiving benefits	6b	0
c	Other retired or separated participants entitled to future benefits	6c	13
d	Subtotal. Add lines 6a, 6b, and 6c	6d	236
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f	Total. Add lines 6d and 6e.	6f	236
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	180
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	8
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 2G 2J 2S 2T 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)			9b Plan benefit arrangement (check all that apply)		
(1)	[X]	Insurance	(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts	(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust	(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor	(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			b General Schedules			
(1)	[X]	R (Retirement Plan Information)	(1)	[X]		H (Financial Information)
(2)	[ ]	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ]		I (Financial Information – Small Plan)
			(3)	[X]	1	A (Insurance Information)
			(4)	[X]		C (Service Provider Information)
(3)	[ ]	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[X]		D (DFE/Participating Plan Information)
			(6)	[ ]		G (Financial Transaction Schedules)

A Name of Plan	B Three-digit plan Number
WestPac Investments, Inc. 401k Profit Sharing Plan	001
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number
WestPac Investments, Inc.	770505583

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual Premier	Holding Account - MF-YG	0	0
*	MassMutual Premier	MF-AF	8,602	8,486
*	MassMutual Select	MF-AX	100,753	106,337
*	Franklin/Templeton	MF-EE	8,982	9,256
*	Alger	MF-IL	22,006	22,310
*	T. Rowe Price	MF-IO	1,568	1,646
*	MassMutual Premier	MF-JH	5,208	5,105
*	T. Rowe Price	MF-JO	21,772	23,189
*	Nuveen	MF-JV	80,858	85,566
*	Nuveen	MF-JY	16,355	17,246
*	T. Rowe Price	MF-KO	40,520	43,572
*	T. Rowe Price	MF-LO	162,621	176,330
*	T. Rowe Price	MF-MO	41,751	44,885
*	T. Rowe Price	MF-NO	6,561	6,896
*	Allianz Global Investors	MF-QH	0	0
*	Allianz Global Investors	MF-QU	1,658	1,532
*	T. Rowe Price	MF-RT	2,934	3,301
*	Allianz Global Investors	MF-RZ	106,800	105,420
*	T. Rowe Price	MF-ST	37,854	39,981
*	MFS Investment Management	MF-UD	3,728	4,162
*	T. Rowe Price	MF-UT	18,213	19,699
*	American Funds	MF-VB	86,161	98,694
*	American Funds	MF-VC	101,316	107,204
*	Fidelity Advisor	MF-VI	12,123	13,860
*	American Funds	MF-VO	32,579	35,759
*	T. Rowe Price	MF-VT	38,692	41,311
*	American Funds	MF-VX	7,081	7,886
*	T. Rowe Price	MF-XT	80,812	87,805
*	Victory	MF-ZA	6,132	6,140
*	T. Rowe Price	MF-ZT	66,538	72,120
*	Single Rated Pool 2012a	GIA	0	98,462
*	GIA - Miscellaneous	GIA	0	76
	Participant Loans	9.000000 - 9.000000	0	481