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
HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/2000

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

HARBOR RAIL SERVICES OF CALIFORN

2406 N LAKE AVENUE
ALTADENA, CA 91001

2b Employer Identification Number (EIN) 95-4608228

2c Sponsor's telephone number 800-846-0476

2d Business code (see instructions) 488210

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	ANDREEA GEANTA
	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**	250
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**	241
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	36
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	277
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	277
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	94
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 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)	[ ]	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)	[ ]	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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan
HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HARBOR RAIL SERVICES OF CALIFORN

D Employer Identification Number (EIN)
95-4608228

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN
100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

JANUS DISTRIBUTORS, LLC
151 DETROIT STREET
DENVER, CO 80206

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

LORD ABBETT DISTRIBUTOR, LLC
90 HUDSON STREET
JERSEY CITY, NJ 07032

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

NYLIFE DISTRIBUTORS, LLC

169 LACKAWANNA AVENUE
PARSIPPANY, NJ 07054

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 37	RECORD KEEPER	6636	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
21 99	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	500	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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?
63 60 59 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

PENSIONMARK

24 E COTA STREET
SANTA BARBARA, CA 93101

(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?
49 99	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
PENSIONMARK	99	0

(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.
ADP BROKER-DEALER 22-3319984	0.005 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(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.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(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.
NYLIFE DISTRIBUTORS, LLC 169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(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.
PUTNAM RETAIL MANAGEMENT ONE POST OFFICE SQUARE BOSTON, MA 02109	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(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.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(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.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HARBOR RAIL SERVICES OF CALIFORN

D Employer Identification Number (EIN)
95-4608228

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: SSGA CASH SERIES U.S. GOVT

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-065	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-084	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-089	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA/TUCKERMAN REIT INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-352	C	0

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-462	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET INC STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-538	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RET2010 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-539	**d** Entity code C	**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: SSGA TARGET RET2020 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-540	**d** Entity code C	**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: SSGA TARGET RET2030 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-541	**d** Entity code C	**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: SSGA TARGET RET2040 STRAT FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN 04-0025081-542	**d** Entity code C	**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: SSGA CASH SERIES US GOVT L

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-000	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86626

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA INTL IDX SECLEND SER VIII

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-336	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18010

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSS SC IDX VIII

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-340	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1435

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 IDX IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-344	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90116

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MD CP IDX NL J

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-347	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56762

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARG RET 2010 IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-348	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10737

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARG RET 2020 IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-350	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 182125

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARG RET 2030 IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-352	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132059

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARG RET 2040 IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-354	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109062

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARG RET INC SL IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-358	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15228

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA REIT IDX NLS G

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

c EIN-PN 90-0337987-359	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 328817

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HARBOR RAIL SERVICES OF CALIFORN

D Employer Identification Number (EIN)
95-4608228

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	79089	86626
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	61883	53721
(9) Value of interest in common/collective trusts	1c(9)	805521	944351
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	350190	511809
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1296683	1596507
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1296683	1596507

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)	39136	
(B) Participants	2a(1)(B)	112652	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		151788
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2804	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2804
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	17877	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		17877
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		112350
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		35973
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		320792

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14331	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		14331
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6637	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6637
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		20968

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		299824
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: JOANNE SCHWARZER, CPA **(2)** EIN: 27-4727899

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		130000
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
HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HARBOR RAIL SERVICES OF CALIFORN

D Employer Identification Number (EIN)
95-4608228

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): 57-1198022

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):

Harbor Rail Services of California, Inc. 401(k) Plan

Audited Financial Statements

December 31, 2012

HARBOR RAIL SERVICES OF CALIFORNIA, INC. 401(k) PLAN

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Independent Auditor's Report

To Harbor Rail Services of California, Inc. 401(k) Plan and Participants:

We were engaged to audit the statements of net assets available for benefits of Harbor Rail Services of California, Inc. 401(k) Plan (the "Plan") 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 supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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 C, which was certified by State Street Bank and Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The Accounting Annex, Inc.

The Accounting Annex, Inc.

Arcadia, CA

October 11, 2013

Date

THE ACCOUNTING ANNEX

41 E. Foothill Boulevard, Suite 201 ◆ Arcadia, California 91006-2361 ◆ 626-445-8526, Fax: 626-737-8529

Harbor Rail Services of California, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and December 31, 2011

Assets	2012	2011
Interest-Bearing Cash	$ 86,626	$ 79,089
Participant Directed Investments, at fair value	1,456,160	1,155,711
Loans to Participants	53,721	61,883
Total Assets	1,596,507	1,296,683
Liabilities	-	-
Total Liabilities	-	-
Net Assets Available for Benefits	$ 1,596,507	$ 1,296,683

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

Harbor Rail Services of California, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions		
Investment (loss) income:		
Net appreciation in fair value of investments	$	148,323
Interest and Dividends		20,681
Contributions:		
Participants		112,652
Employer		39,136
Other (Rollovers)		-
Total Contributions		151,788
Total Additions		320,792
Deductions		
Benefits paid to participants		14,331
Distributions of participant loans		-
Administrative expenses		6,637
Total Deductions		20,968
Total Increase		299,824
Net Assets Available for Benefits		
Beginning of Year		1,296,683
End of Year	$	1,596,507

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

Note A - Description of Plan

The following description of the Harbor Rail Services of California, Inc. (the Company and the Plan Sponsor) 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. *General* - The Plan is a 401(k) plan covering all employees of the company who have six months of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. *Contributions* - Each year, participants may contribute up to 80% of pretax annual compensation, as defined in the Plan. In addition, the Company contributes 100% of the first 2% of Participant's deferred compensation. Each year the Company may make a discretionary profit sharing contribution.

3. *Participant Accounts* - Each participant's account includes the participant's contribution, the employer's matching contribution and allocations of (a) the Company's contribution, in the event of discretionary contributions and (b) Plan earnings/losses, 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. The participant may elect to direct his/her investments, but it is not required. To the extent that the participant does not direct the investments in his/her account, then the account will be invested in accordance with the default investment alternatives as established under the Plan.

4. *Vesting* - Participants are immediately vested in their contributions, employer's matching contributions plus actual earnings/losses thereon. Vesting in Company's elective contributions (should these occur) occurs based on years of continuous service. This is based on hours of service with 190 hours of service credited for each month in which an hour of service is credited. A participant is 100% vested after six years of credited service.

5. *Forfeitures* - Forfeitures of non-vested Company contributions are used to reduce future Company contributions or to pay expenses. At December 31, 2012, there was one forfeiture amounting to $532, which was applied to reduce employer contributions.

6. *Administrative Expenses* - Certain expenses incurred in the administration of the Plan are paid from both the participant accounts and by the Plan sponsor.

7. *Participant Loans* - A participant may borrow from his/her account under the guidelines of the Plan.

8. *Payment of Benefits* - On termination of service due to disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or in installments - as defined in the Plan agreement. If an employee dies while employed, 100% of the vested account balance is used to provide the beneficiary with a death benefit. Participants may also make hardship withdrawals, as further defined in the Plan agreement. A participant is entitled to all of his/her vested account under the Plan if he/she retires on or after Normal Retirement Age. Payment or payments will generally start after you have reached the Normal Retirement Date.

Note B - Summary of Accounting Policies

Basis of Accounting

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

Investments

The investments in all of the funds are presented at fair value, based on the quoted market prices of the underlying securities within each fund at December 31, 2012 and 2011. Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make certain estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from these estimates.

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 statements of net assets available for plan benefits.

Note C - Summary of Financial Information Certified By the Trustee

Pursuant to the provisions of 29 CFR Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Plan's independent auditor did not perform any auditing procedures with respect to the information certified by the trustee, as of December 31, 2012 and 2011, and for the years then ended, except for accompanying such information to the related financial statements. Investment and investment income data included in the financial statements and their accompanying notes and the supplemental schedules relating to investments and income from investments were obtained from the Trustee's certifications and are unaudited.

The following is a summary of the Plan's financial information at December 31, 2012 and 2011 and for the year ended December 31, 2012, certified by State Street Bank and Trust Company (the "Trustee") as complete and accurate in accordance with 29 CFR Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

	December 31, 2012	December 31, 2011
Investments	$ 1,542,786	$ 1,234,800
Notes receivable from participants	53,721	61,883
	$ 1,596,507	$ 1,296,683

Investment Income	December 31, 2012	December 31, 2011
Net increase in fair value	$ 148,323	$ 1,609
Dividends	17,877	13,434
Interest	2,804	1,959
	$ 169,004	$ 17,002

Note D – Investments

The following represents investments held by the Trustee as of December 31, 2012, and 2011 that represent 5% or more of the Plan's net assets.

	2012	2011
Franklin High Income - R	$ 111,726	$ 85,518
Putnam Intl Cap Opp Fd – R	87,055	*[less than 5%]*
SSGA Govt MM	86,626	79,089
SSGA S&P 500 IDX	90,116	71.533
SSGA RET 2010	*[less than 5%]*	122,721
SSGA RET 2020	182,125	151,219
SSGA RET 2030	132,059	275.519
SSGA RET 2040	109,062	81,481
SSGA REIT IDX NLS G	328,817	-

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $148,323.

The following represents fair value of investments by investment type at December 31, 2012, and 2011, that are 5% or more of the Plan's net assets:

	2012	2011
Equity Fund	$ 198,781	$ 358,861
Fixed Income Fund	928,805	508,219

Note E - Fair Value Measurements

The Plan is governed by guidance on fair value measurements. The guidance provides a revised definition of fair value, establishes a framework for measuring fair value and expands financial statement disclosure requirements for fair value information. The guidance establishes a fair value hierarchy that distinguishes between assumptions based on market data from independent sources ("observable inputs") and a reporting entity's internal assumptions based upon the best information available when external market data is limited or unavailable ("unobservable inputs"). The fair value hierarchy in the guidance prioritizes inputs within three levels as follows:

Level 1 - Valuation based on quoted prices in active markets for identical assets.

Level 2 - Valuation based on observable inputs that do not meet the criteria for Level 1, including quoted prices in inactive markets and quoted prices in active markets for similar but not identical instruments.

Level 3 - Valuation based on unobservable inputs.

The fair value measurements at December 31, 2012 and their related inputs were as follows:

	Fair Value (unaudited)	Level 1	Level 2	Level 3
Registered Investment Company	$ 511,809	$ 511,809	$ -	$ -
Common Collective Investment Trust	1,030,977	230,463	800,514	-
	$ 1,542,786	$ 742,272	$ 800,514	$ -

The fair value measurements at December 31, 2011 and their related inputs were as follows:

	Fair Value (unaudited)	Level 1	Level 2	Level 3
Registered Investment Company	$ 350,190	$ 350,190	$ -	$ -
Common Collective Investment Trust	884,610	212,505	672,105	-
	$ 1,234,800	$ 562,695	$ 672,105	$ -

Note F - Participant-Directed Investments

The Plan allows for participant-directed investments, but the participant may choose not to direct his/her investments. To the extent that the participant does not direct his/her investments, the participant account will be invested in accordance with the default investment alternatives as established under the Plan.

Note G - Investment Contract with Insurance Company

The Administrator will allocate the amount the participant elects to defer to an account maintained on the participant's behalf. The participant will always be 100% vested in this account. This means that the participant will always be entitled to all amounts that the participant defers and the matching contributions provided by the Plan Sponsor. This money will, however, be affected by any investment gains or losses. If there is an investment gain, then the balance in the participant's account will increase. If there is an investment loss, then the balance in the participant's account will decrease.

Note H - Related party Transactions

Fees paid by the Plan for the investment management services amounted to $6,637 and $7,550 for the years ended December 31, 2012 and 2011, respectively. The Plan Sponsor provided certain accounting and administrative services to the Plan for which no fees were charged.

Note I - Plan Termination

The Plan Sponsor has the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, no further contributions will be made to the Plan and all amounts credited to participant accounts will become 100% vested. The Plan Sponsor will direct the distribution of the participant accounts in a manner permitted by the Plan as soon as practicable, should there be a termination of the Plan.

Note J - Reconciliation of Financial Statements to Schedule H of Form 5500

There are no reconciling items between the audited (and unaudited) portions of the financial statements for the years ended December 31, 2012 and December 31, 2011, respectively, and Schedule H of Forms 5500 for the respective years.

Note K - Tax Status

The Internal Revenue Service has determined and informed the Plan Sponsor through RSM McGladrey, Inc., which was issued a standard, blanket determination letter covering plans from Symetra, dated August 07, 2001, that the Plan and related trust are designed in accordance with section 401 (a) and other applicable sections of the Internal Revenue Code (IRC) and applicable state statute. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, therefore, no provision for income taxes has been made in the financial statements.

Note L – Unit Value Disclosures

	December 31, 2012		December 31, 2011	
	Units	Unit Value	Units	Unit Value
FRANKLIN GROWTH 3AA	559	$ 40.84	469	$ 44.45
FRANKLIN GROWTH 3AX	221	36.99	221	44.45
FRANKLIN GROWTH 3A1	132	43.42	106	44.45
FRANKLIN AGEHGH 3BA	30,873	1.96	24,194	1.97
FRANKLIN AGEHGH 3BX	15,955	1.89	14,982	1.97
FRANKLIN AGEHGH 3B1	5,592	2.00	3,970	1.97
FRANKLIN AGEHGH 3B9	281	1.97	264	1.97
FRANKLIN MUTUAL 3DA	1,707	19.49	1,371	19.70
FRANKLIN MUTUAL 3DX	418	18.50	412	19.70
FRANKLIN MUTUAL 3D1	280	20.23	212	19.70
FRANKLIN MUTUAL 3D9	62	20.89	17	19.70
FRANKLIN STRAT I 3HA	1,852	10.13	1,406	10.06
FRANKLIN STRAT I 3HX	655	9.82	619	10.06
FRANKLIN STRAT I 3H1	430	10.33	323	10.06
FRANKLIN STRAT I 3H9	130	10.33	32	10.06
FRANKL SM CAP VA 3MA	188	39.45	121	40.64
FRANKL SM CAP VA 3MX	44	36.11	43	40.64
FRANKL SM CAP VA 3M1	40	40.58	26	40.64
LABBETT DEV GRTH 4MA	830	18.59	590	19.51
LABBETT DEV GRTH 4MX	249	17.15	225	19.51
LABBETT DEV GRTH 4M1	168	19.74	110	19.51
LABBETT DEV GRTH 4M9	66	20.95	17	19.51
MAINSTRAY ICAP IN 40A	208	27.84	171	26.11
MAINSTRAY ICAP IN 40X	49	27.96	49	26.11
MAINSTRAY ICAP IN 401	42	27.66	30	26.11
PIMCO TOTAL RETU 5IA	2,925	11.03	2,503	10.87
PIMCO TOTAL RETU 5IX	1,318	10.92	1,246	10.87
PIMCO TOTAL RETU 5I1	625	11.14	458	10.87
PUTNAM INT CAP O 5ZA	1,140	30.77	686	26.78
PUTNAM INT CAP O 5ZX	339	30.13	331	26.78
PUTNAM INT CAP O 5Z1	481	31.64	160	26.78
PUTNAM INT CAP O 5Z9	728	32.31	0	0
VICTORY EST VAL 6RA	1,115	24.39	920	25.16
VICTORY EST VAL 6RX	356	22.77	346	25.16
VICTORY EST VAL 6R1	206	25.83	137	25.16
SSGA GOVT MONEY 6XA	0	0	1,998	10.01
SSGA GOVT MONEY 6XX	0	0	653	10.01
SSGA GOVT MONEY 6X1	0	0	584	10.01
SSGA GOVT MONEY 6X9	0	0	4,668	10.01
SSGA S&P 500 IND 7AA	0	0	3,289	12.07
SSGA S&P 500 IND 7AX	0	0	1,858	12.07
SSGA S&P 500 IND 7A1	0	0	737	12.07
SSGA S&P 500 IND 7A9	0	0	44	12.07
SSGA S&P MDCP 40 7BA	0	0	1,518	15.44
SSGA S&P MDCP 44 7BX	0	0	959	15.44

Note L – Unit Value Disclosures (Continued)

	December 31, 2012		December 31, 2011	
	Units	Unit Value	Units	Unit Value
SSGA S&P MDCP 44 7B1	0	$ 0	168	$ 15.44
SSGA RUSSELL 200 7CA	0	0	36	13.94
SSGA RUSSELL 200 7CX	0	0	14	13.94
SSGA RUSSELL 200 7C1	0	0	20	13.94
SSGA MSCI EAFE I 7DA	0	0	723	11.97
SSGA MSCI EAFE I 7DX	0	0	279	11.97
SSGA MSCI EAFE I 7D1	0	0	126	11.97
SSGA INDEX REIT 7EA	0	0	1,125	18.46
SSGA INDEX REIT 7EX	0	0	564	18.46
SSGA INDEX REIT 7E1	0	0	193	18.46
SSGA INDEX REIT 7E9	0	0	29	18.46
JANUS ENTERPRISE 7RA	293	55.61	183	57.24
JANUS ENTERPRISE 7RX	126	48.11	122	57.24
JANUS ENTERPRISE 7R1	65	56.81	45	57.24
JANUS ENTERPRISE 7R9	9	58.98	9	57.24
SSGA TARGET RET 74A	0	0	526	13.20
SSGA TARGET RET 74X	0	0	252	13.20
SSGA TARGET RET 741	0	0	166	13.20
SSGA TARGET RET2 75A	0	0	4,607	13.89
SSGA TARGET RET2 75X	0	0	1,302	13.89
SSGA TARGET RET2 751	0	0	76	13.89
SSGA TARGET RET2 759	0	0	2,849	13.89
SSGA TARGET RET2 76A	0	0	6,284	14.80
SSGA TARGET RET2 76X	0	0	3,076	14.80
SSGA TARGET RET6 761	0	0	755	14.80
SSGA TARGET RET2 769	0	0	103	14.80
SSGA TARGET RET2 77A	0	0	11,266	15.78
SSGA TARGET RET2 77X	0	0	3,317	15.78
SSGA TARGET RET2 771	0	0	1,374	15.78
SSGA TARGET RET2 779	0	0	1,504	15.78
SSGA TARGET RET2 78A	0	0	2,324	15.67
SSGA TARGET RET2 78X	0	0	2,120	15.67
SSGA TARGET RET2 781	0	0	711	15.67
SSGA TARGRET RET2 789	0	0	43	15.77
SSGA TARGRET 202 BOA	10,464	10.41	0	0
SSGA TARGRET 202 BOX	4,566	10.40	0	0
SSGA TARGRET 202 BO1	1,433	10.43	0	0
SSGA TARGRET 202 BO9	250	10.41	0	0
SSGA SP MC IDX J D6A	3,072	10.47	0	0
SSGA SP MC IDX J D6X	1,515	10.42	0	0
SSGA SP MC IDX J D61	407	10.48	0	0
SSGA TARGRET2040 HVA	4,761	10.49	0	0
SSGA TARGRET2040 HVX	3,332	10.44	0	0
SSGA TARGRET2040 HV1	1,639	10.50	0	0
SSGA TARGRET 203 IBA	7,129	10.04	0	0

Note L – Unit Value Disclosures (Continued)

	December 31, 2012		December 31, 2011	
	Units	Unit Value	Units	Unit Value
SSGA TARG RET 203 IBX	3,177	$ 10.00	0	$ 0
SSGA TARG RET 203 IB1	2,167	10.04	0	0
SSGA TARG RET IN JIA	848	10.02	0	0
SSGA TARG RET IN JIX	357	10.01	0	0
SSGA TARG RET IN JI1	273	10.03	0	0
S&P500 IDX KEA	4,931	10.07	0	0
S&P500 IDX KEX	2,406	10.05	0	0
S&P500 IDX KE1	1,111	10.08	0	0
S&P500 IDX KE9	57	10.05	0	0
SSGA CASHSER USG LYA	26,173	1.00	0	0
SSGA CASHSER USG LYX	6,605	1.00	0	0
SSGA CASHSER USG LY1	7,327	1.00	0	0
SSGA CASHSER USG LY9	46,521	1.00	0	0
SSGA INT IDXSLS QHA	1,044	9.92	0	0
SSGA INT IDXSLS QHX	342	9.84	0	0
SSGA INT IDXSLS QH1	196	9.90	0	0
SSGA TARGRET 201 TPA	682	10.02	0	0
SSGA TARGRET 201 TPX	199	10.01	0	0
SSGA TARGRET 201 TP1	160	10.05	0	0
SSGA REIT G UDA	22,411	9.92	0	0
SSGA REIT G UDX	5,284	9.92	0	0
SSGA REIT G UD1	682	9.90	0	0
SSGA REIT G UD9	4,438	9.92	0	0
SSGA RSCI VIII UPA	73	10.66	0	0
SSGA RSCI VIII UPX	19	10.51	0	0
SSGA RSCI VIII UP1	34	10.56	0	0
SSGA TR2010X BO*	16,713	10.41	0	0
SSGA SPMC J D6*	4,993	10.46	0	0
SSGATR2040IX HV*	9,732	10.47	0	0
SSGATR2030IX IB*	12,473	10.03	0	0
SSGA TRINCIX JI*	1,479	10.01	0	0
SSGA SP500IX KE*	8,505	10.07	0	0
SSGA CSUSG L LY*	86,626	1.00	0	0
SSGA IISL QH*	1,582	9.90	0	0
SSGATR2010 IX TP*	1,041	10.02	0	0
SSGA REIT G UD*	32,816	9.92	0	0
SSGA RSVIII UP*	125	10.70	0	0
FRAN GRWTH 3A*	912	40.28	0	0
FRA HINCR 3B*	52,701	1.94	0	0
FRA MUTSHR R 3D*	2,468	19.43	0	0
FRA STRATINC 3H*	3,067	10.10	0	0
FR SM CPVAL 3M*	272	39.07	0	0
LA DEVGRTH-R3 4M*	1,313	18.58	0	0
MAI ICAP INT 40*	300	27.74	0	0
PIMCO TOTRET 5I*	4,868	11.01	0	0

Note L – Unit Value Disclosures (Continued)

	December 31, 2012		December 31, 2011	
	Units	Unit Value	Units	Unit Value
PUT INTCPOPP 5Z*	2,688	$ 31.26	0	$ 0
VIC ESTVAL R 6R*	1,678	24.21	0	0
JAN ENTERP R 7R*	492	54.02	0	0

Note M – Subsequent Event

The Plan has evaluated subsequent events through September 30, 2013, which is the date the financial statements were issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

****

SUPPLEMENTAL INFORMATION

HARBOR RAIL SERVICES OF CALIFORNIA, INC. 401(K) PLAN
EIN NO.: 95-4608228, PLAN NO. 001
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR ENDING: DECEMBER 31, 2012

(a)	Identity of Issuer (b)	Description of Investment (c)	(d)	Current Value (e)
*	SSGA Cash Series US Govt L	Common Collective Trust	**	$ 86,626
*	Franklin Growth Fund - R	Registered Investment Company	**	45,910
*	Franklin High Income - R	Registered Investment Company	**	111,726
*	Franklin Mutual Shares - R	Registered Investment Company	**	54,755
*	Franklin Strategic Income - R	Registered Investment Company	**	32,666
*	Franklin Small Cap Value FD - R	Registered Investment Company	**	12,519
*	Lord Abbett Dev Grth Fd - R3	Registered Investment Company	**	25,898
*	Mainstay ICAP International R	Registered Investment Company	**	8,939
*	PIMCO Total Return Fund - R	Registered Investment Company	**	54,715
*	Putnam Intl Cap Opp Fd - R	Registered Investment Company	**	87,055
*	Victory Established Value - R	Registered Investment Company	**	45,753
*	Janus Enterprise Fund - R	Registered Investment Company	**	31,873
*	SSGA Intl IDX Seclend Ser VIII	Common Collective Trust	**	18,010
*	SSGA Russ SC IDX VIII	Common Collective Trust	**	1,435
*	SSGA S&P 500 IDX IX	Common Collective Trust	**	90,116
*	SSGA S&P MD CP IDX NL J	Common Collective Trust	**	56,762
*	SSGA Target Ret 2010 IX	Common Collective Trust	**	10,737
*	SSGA Target Ret 2020 IX	Common Collective Trust	**	182,125
*	SSGA Target Ret 2030 IX	Common Collective Trust	**	132,059
*	SSGA Target Ret 2040 IX	Common Collective Trust	**	109,062
*	SSGA Target Ret Inc Strat Fun	Common Collective Trust	**	15,228
*	SSGA Reit IDX NLS G	Common Collective Trust	**	328,817
*	Participant Loans	Interest rates (4.25% to 5.25%)	**	53,721
				$ 1,596,507

* Indicates Party-In-Interest to the Plan
** Cost not required for participant-directed investments.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN **EIN:** 95-4608228
Plan Sponsor's Name HARBOR RAIL SERVICES OF CALIFORN **PN:** 001

(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.	(d) Cost	(e) Current value
	FRANKLIN GROWTH FUND - R	REGISTERED INVESTMENT COMPANY		45,910
	FRANKLIN HIGH INCOME - R	REGISTERED INVESTMENT COMPANY		111,726
	FRANKLIN MUTUAL SHARES - R	REGISTERED INVESTMENT COMPANY		54,755
	FRANKLIN STRATEGIC INCOME - R	REGISTERED INVESTMENT COMPANY		32,666
	FRANKLIN SMALL CAP VALUE FD-R	REGISTERED INVESTMENT COMPANY		12,519
	LORD ABBETT DEV GRTH FD -R3	REGISTERED INVESTMENT COMPANY		25,898
	MAINSTAY ICAP INTERNATIONAL R3	REGISTERED INVESTMENT COMPANY		8,939

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN **EIN:** 95-4608228
Plan Sponsor's Name HARBOR RAIL SERVICES OF CALIFORN **PN:** 001

(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.	(d) Cost	(e) Current value
	PIMCO TOTAL RETURN FUND - R	REGISTERED INVESTMENT COMPANY		54,715
	PUTNAM INTL CAP OPP FD - R	REGISTERED INVESTMENT COMPANY		87,055
	VICTORY ESTABLISHED VALUE - R	REGISTERED INVESTMENT COMPANY		45,753
	JANUS ENTERPRISE FUND - R	REGISTERED INVESTMENT COMPANY		31,873
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 5.25%)		53,721
	SSGA CASH SERIES US GOVT L	COMMON/COLLECTIVE TRUST		86,626
	SSGA INTL IDX SECLEND SER VIII	COMMON/COLLECTIVE TRUST		18,010

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HARBOR RAIL SERVICES OF CALIFORNIA INC. 401(K) PLAN **EIN:** 95-4608228
Plan Sponsor's Name HARBOR RAIL SERVICES OF CALIFORN **PN:** 001

(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.	(d) Cost	(e) Current value
	SSGA RUSS SC IDX VIII	COMMON/COLLECTIVE TRUST		1,435
	SSGA S&P 500 IDX IX	COMMON/COLLECTIVE TRUST		90,116
	SSGA S&P MD CP IDX NL J	COMMON/COLLECTIVE TRUST		56,762
	SSGA TARG RET 2010 IX	COMMON/COLLECTIVE TRUST		10,737
	SSGA TARG RET 2020 IX	COMMON/COLLECTIVE TRUST		182,125
	SSGA TARG RET 2030 IX	COMMON/COLLECTIVE TRUST		132,059
	SSGA TARG RET 2040 IX	COMMON/COLLECTIVE TRUST		109,062

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(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.	(d) Cost	(e) Current value
	SSGA TARG RET INC SL IX	COMMON/COLLECTIVE TRUST		15,228
	SSGA REIT IDX NLS G	COMMON/COLLECTIVE TRUST		328,817