

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☒ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>TEAMSTERS LOCAL NO 348 401K RETIREMENT PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>06/01/2002</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TEAMSTERS LOCAL 348</u> <u>272 W. MARKET STREET</u> <u>AKRON, OH 44303-2132</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>26-1770315</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-434-3424</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>488990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>26-1770315</u>	2c Sponsor's telephone number <u>330-434-3424</u>	2d Business code (see instructions) <u>488990</u>	
2b Employer Identification Number (EIN) <u>26-1770315</u>					
2c Sponsor's telephone number <u>330-434-3424</u>					
2d Business code (see instructions) <u>488990</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	CRAIG GRAHAM, TRUSTEE Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 148
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	0
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	44
d Subtotal. Add lines 6a , 6b , and 6c	6d	44
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	44
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	44
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7 4
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 2R		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) 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
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan TEAMSTERS LOCAL NO 348 401K RETIREMENT PLAN AND TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TEAMSTERS LOCAL 348	D Employer Identification Number (EIN) 26-1770315	

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

(a) Name of insurance carrier

LIFE INSURANCE COMPANY OF THE SOUTHWEST

(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
75-0953004	65528	672168X	49	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
3671	

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

DENTON BROOKS
1931 GEORGETOWN RD. SUITE 100
HUDSON, OH 44236

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3059		4	

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

GWN SECURITIES INC
11440 N JOG RD
PALM BEACH, FL 33418

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
612		5	

(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** 905436**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **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****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)****d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d****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)****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)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>TEAMSTERS LOCAL NO 348 401K RETIREMENT PLAN AND TRUST</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEAMSTERS LOCAL 348</u>		D Employer Identification Number (EIN) <u>26-1770315</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)	5728	
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	34363	36856
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(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)	377126	168745
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	964178	905436
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1381395	1111037

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	3890	
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	33953	30977
k Total liabilities (add all amounts in lines 1g through 1j)	1k	37843	30977

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1343552	1080060
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)		
(B) Participants	2a(1)(B)	41170	
(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)		41170
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	35191	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		35191
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	45567	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		45567

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		121928

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	378970	
(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)		378970
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)	6450	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6450
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		385420

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-263492
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☐ Yes ☒ No

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

(1) Name: SKODA MINOTTI CPAS

(2) EIN: 34-1945206

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN



TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2012 AND 2011



Delivering on the Promise.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST
YEARS ENDED DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR
TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

Report on the Financial Statements

We have audited the accompanying financial statements of Teamsters Local No. 348 401(k) Retirement Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Teamsters Local No. 348 401(k) Retirement Plan and Trust as of December 31, 2012 and the changes in its net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplementary Schedule

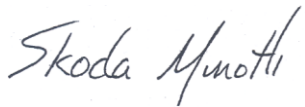
Our audit was conducted for the purpose of forming an opinion on the 2012 financial statements taken as a whole. The supplementary schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Matters

The financial statements of the Teamsters Local No. 348 401(k) Retirement Plan and Trust for the year ended December 31, 2011 were audited by other auditors whose report, dated October 4, 2012, expressed an unqualified opinion on those statements.

As discussed in Note 1 to the accompanying financial statements, a formal resolution was executed by the Board of Trustees of Teamsters Local No. 348 to terminate the plan as of November 30, 2012. In accordance with accounting principles generally accepted in the United States of America, the Plan changed its basis of accounting for periods subsequent to November 30, 2012 from the ongoing plan basis to a liquidation basis.

SKODA MINOTTI

A handwritten signature in cursive script that reads "Skoda Minotti".

Akron, Ohio
October 10, 2013

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	LIQUIDATION BASIS 2012	2011
INVESTMENTS, AT FAIR VALUE		
Registered investment companies	\$ 168,745	\$ 377,125
Money market fund	36,856	34,363
	<u>205,601</u>	<u>411,488</u>
INVESTMENT, AT CONTRACT VALUE		
Group annuity contract	905,436	964,178
CONTRIBUTIONS RECEIVABLE		
Participants'	-	5,728
	<u>1,111,037</u>	<u>1,381,394</u>
LIABILITIES		
Administrative fees	-	3,890
Accounts payable	30,977	33,953
	<u>30,977</u>	<u>37,843</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,080,060</u>	<u>\$ 1,343,551</u>

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

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	LIQUIDATION BASIS 2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Interest and dividends	\$ 35,191	\$ 41,010
Net appreciation in fair value of investments	45,568	-
	<u>80,759</u>	<u>41,010</u>
Contributions		
Participants'	41,170	47,424
Rollovers	-	83,175
	<u>41,170</u>	<u>130,599</u>
Total additions	<u>121,929</u>	<u>171,609</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Administrative expenses	6,450	12,032
Benefits paid to participants	378,970	37,825
Net depreciation in fair value of investments	-	37,359
	<u>385,420</u>	<u>87,216</u>
Total deductions	<u>385,420</u>	<u>87,216</u>
NET INCREASE (DECREASE)	(263,491)	84,393
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>1,343,551</u>	<u>1,259,158</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 1,080,060</u></u>	<u><u>\$ 1,343,551</u></u>

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

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following description of the Teamsters Local No. 348 401(k) Retirement Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a multi-employer defined contribution retirement plan covering all members of Teamsters Local No. 348 (the Union) who meet the minimum service requirements and are covered by a collective bargaining agreement. Employees are eligible to participate in the Plan upon completion of one hour of employment. This eligibility becomes effective on the first day of meeting the one hour requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

By action of its Board of Directors, the Union terminated the Plan on November 30, 2012 and filed an application with the Internal Revenue Service (IRS) for approval of the termination. Upon termination, all participants were fully vested in their accounts.

Contributions

Prior to plan termination, a participant was permitted to contribute, through payroll reductions, a portion of their compensation on a pre-tax basis up to \$17,000 and \$16,500 for 2012 and 2011, respectively. Participants could also contribute amounts representing distributions from other qualified plans. The Plan also permitted the Union and its participating employers to match a portion of employee contributions that may have been required through a collective bargaining agreement. There were no Union or employer matching contributions in 2012 or 2011.

Participant Accounts

Prior to Plan termination, each participant's account was credited with the participant's contributions, any Union or employer matching contributions made on their behalf, and any earnings thereon, and charged with an allocation of administrative expenses. Allocations of the earnings and expenses were based on participant account balances. The benefit to which a participant was entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

Prior to Plan termination, a participant who was separated from service due to death, disability, retirement, or termination, could elect to receive a benefit payment equal to the value of the participant's vested interest in his or her account. Benefits were paid in the form of an annuity, unless the participant formally rejected the annuity in favor of a lump-sum distribution. In service distributions were permitted in the case of an immediate and heavy financial hardship. In these cases, the Union, in its sole discretion, could direct distribution of all or a portion of the participant's voluntary contributions, subject to certain restrictions. At Plan termination, all participants were eligible to receive distributions of their account balance in the form of a lump-sum distribution or roll-over into a qualified plan.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN (continued)

Vesting

Prior to Plan termination, participants were immediately vested in contributions plus actual earnings thereon.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting for the year ended December 31, 2011 and the liquidation basis for the year ended December 31, 2012. In accordance with accounting principles generally accepted in the United States of America, the Plan changed its basis of accounting for periods subsequent to Plan termination from the ongoing plan basis to a liquidation basis.

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 Statements of Net Assets Available for Benefits should present the fair value of the group annuity contract as well as the adjustments from fair value to contract value; however, for the Plan, contract value approximates fair value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan are paid out of the Plan assets. During 2012 and 2011, the Plan paid administrative expenses of \$6,450 and \$12,032, respectively.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition

Investments are reported at fair value, which approximates liquidation value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on the investments purchased and sold, as well as held, during the year.

Reclassifications

Certain reclassifications have been made to the 2011 financial statements to conform with the 2012 financial statement presentation. Such reclassifications had no effect on net assets available for benefits as previously reported.

Subsequent Events

The Union evaluated subsequent events through October 10, 2013, the date these financial statements were available to be issued. As of October 10, 2013, the Plan had distributed approximately 90% of the participants' account balances as a result of the termination. There were no other material subsequent events that required recognition or additional disclosure in these financial statements.

3. INVESTMENTS

The following table presents the fair value of investments at December 31, 2012 and 2011. Individual investments that represent 5% or more of the Plan's net assets are separately identified.

	<u>2012</u>	<u>2011</u>
Registered investment companies	\$ 168,745	\$ 377,125
Money market fund	<u>36,856</u>	<u>34,363</u>
	205,601	411,488
Group annuity contract		
Life Insurance of the Southwest *	<u>905,436</u>	<u>964,178</u>
	<u>\$ 1,111,037</u>	<u>\$ 1,375,666</u>

*This amount represents contract value for this investment, which approximates fair value.

The Plan's investments in registered investment companies (including gains and losses on investments purchased and sold, as well as held during the year) appreciated (depreciated) in value by \$45,568 and (\$37,359) during the years ended December 31, 2012 and 2011, respectively.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

4. FAIR VALUE MEASUREMENTS

GAAP 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. It applies to fair value measurements already recognized or permitted by existing standards. 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 used in valuation models (Level 3 measurements). The three levels of the fair value hierarchy under GAAP 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	Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in inactive markets. Level 2 inputs include those other than quoted prices that are observable for the asset or liability. Level 2 inputs are derived principally from, or corroborated by, observable market data by correlation or other means. If the asset or liability has a specified 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's 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 should 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.

Registered investment companies - Valued at quoted market prices.

Money market fund - Valued at cost which equals fair value.

Group annuity contract - Valued by using the fixed income rider formula, which takes into consideration index rates and declared interest rates relating to the group annuity contract.

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

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

4. FAIR VALUE MEASUREMENTS (continued)

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Registered investment companies			
Balanced funds	\$ 31,010	-	\$ 31,010
Bond funds	42	-	42
International funds	68,319	-	68,319
Large cap funds	32,720	-	32,720
Mid cap funds	14,682	-	14,682
Sector equity funds	1,637	-	1,637
Small cap funds	20,335	-	20,335
Money market fund	36,856	-	36,856
Group annuity contract *	-	905,436	905,436
Total assets at fair value	<u>\$ 205,601</u>	<u>\$ 905,436</u>	<u>\$ 1,111,037</u>

* Contract value approximates fair value.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Registered investment companies			
Balanced funds	\$ 40,672	-	\$ 40,672
Bond funds	73	-	73
International funds	132,309	-	132,309
Large cap funds	85,884	-	85,884
Mid cap funds	26,921	-	26,921
Sector equity funds	13,355	-	13,355
Small cap funds	77,911	-	77,911
Money market fund	34,363	-	34,363
Group annuity contract *	-	964,178	964,178
Total assets at fair value	<u>\$ 411,488</u>	<u>\$ 964,178</u>	<u>\$ 1,375,666</u>

* Contract value approximates fair value.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

5. GROUP ANNUITY CONTRACT

The Plan participated in a group annuity contract through the Life Insurance Company of the Southwest. As described in Note 2, because the investment in the group annuity contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment in the group annuity contract. Contract value, as reported to the Plan by the Life Insurance Company of the Southwest, 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 their investment at contract value. Contract value is the amount payable to Plan participants upon demand. Generally, there are no events that would limit the ability of the Plan to transact at contract value, would allow the issuer to terminate the contract, or would require the Plan sponsor to settle at an amount different from the contract value. If an event should ever occur such that realization of full contract value for a particular investment contract is no longer probable, the group annuity contract may no longer be considered fully benefit-responsive.

The interest rate is reset monthly, with no maturity dates on balances. The guaranteed/crediting interest rate is fixed at 1%. The average interest rate was 3.50% and 3.87% for the years ended December 31, 2012 and 2011, respectively.

6. TAX STATUS

The IRS has determined and informed the Plan by letter dated August 28, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's legal counsel believe 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 included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the year ended December 31, 2009.

7. PARTY-IN-INTEREST

Certain Plan investments at December 31, 2012 and 2011 are invested in funds managed by Charles Schwab. Charles Schwab is the trustee as defined by the Plan document and, therefore, these transactions are considered party-in-interest transactions.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

NOTES TO THE FINANCIAL STATEMENTS

8. 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 Benefits.

TEAMSTERS LOCAL NO. 348 401(k) RETIREMENT PLAN AND TRUST

PLAN NO: 001
EIN: 26-1770315

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

DECEMBER 31, 2012

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Current value
	Registered investment companies		
	American Century Small Cap Growth Investor Fund	224 shares	\$ 2,020
	American Fund Europacific Growth Fund	496 shares	20,425
	Buffalo Small Cap Fund	558 shares	15,739
	Cohens & Steers Realty Fund	18 shares	1,166
	Columbia Global Energy & Natural Resources Fund	1 share	35
	Dreyfus Inflation Adjusted Securities Fund	1 share	16
	Dreyfus International Stock Index Fund	702 shares	10,146
	Dreyfus Mid Cap Index Fund	507 shares	14,682
	Dreyfus Small Cap Stock Index Fund	47 shares	1,035
	Janus Global Select Fund	44 shares	442
	Janus Growth & Income Fund	138 shares	4,722
	Janus Overseas Fund	37 shares	1,273
	Marsico Focus Fund	1,255 shares	21,749
	Neuberger Berman Large Cap Value Fund	222 shares	6,248
	Northern Small Cap Value Fund	59 shares	973
	PIMCO High Yield Fund	2 shares	26
*	Schwab 1000 Index Fund	41 shares	1,584
*	Schwab Small Cap Index Fund	26 shares	569
*	Schwab Target 2020 Fund	2,462 shares	29,425
	Third Avenue Value Fund	490 shares	24,448
	United States Global Investors Fund:		
	World Precious Metals Fund	37 shares	436
	Vanguard International Fund	371 shares	11,586
	Group annuity contract		
	Life Insurance of the Southwest	905,436 units	905,436
	Money market fund		
*	Schwab Money Market Fund	36,856 shares	36,856
			<u>\$ 1,111,037</u>

* Parties-in-interest

See the Independent Auditors' Report.

PARTY IN INTEREST -
IDENTITY - AMERICAN CENTURY
DESCRIPTION - SMALL CAP GROWTH
COST - 0
CURRENT VALUE - 2020

PARTY IN INTEREST -
IDENTITY - AMERICAN FUNDS
DESCRIPTION - EUROPACIFIC FNDS
COST - 0
CURRENT VALUE - 20425

PARTY IN INTEREST -
IDENTITY - BUFFALO SMALL CAP
DESCRIPTION - SMALL CAP FUND
COST - 0
CURRENT VALUE - 15739

PARTY IN INTEREST -
IDENTITY - COHEN & STEERS
DESCRIPTION - MUTUAL FUND
COST - 0
CURRENT VALUE - 1166

PARTY IN INTEREST -
IDENTITY - COLUMBIA ENERGY
DESCRIPTION - NATURAL RESOURCES
COST - 0
CURRENT VALUE - 36

PARTY IN INTEREST -
IDENTITY - DREYFUS
DESCRIPTION - MIDCAP INDEX FND
COST - 0
CURRENT VALUE - 14682

PARTY IN INTEREST -
IDENTITY - DREYFUS
DESCRIPTION - SMALL CAP STOCK
COST - 0
CURRENT VALUE - 1035

PARTY IN INTEREST -
IDENTITY - DREYFUS
DESCRIPTION - INTL STOCK INDEX
COST - 0
CURRENT VALUE - 10146

PARTY IN INTEREST -
IDENTITY - DREYFUS
DESCRIPTION - INFLATION ADJUSTED
COST - 0
CURRENT VALUE - 16

PARTY IN INTEREST -
IDENTITY - JANUS
DESCRIPTION - GROWTH & INCOME
COST - 0
CURRENT VALUE - 4722

PARTY IN INTEREST -
IDENTITY - JANUS
DESCRIPTION - GLOBAL SELECT
COST - 0
CURRENT VALUE - 442

PARTY IN INTEREST -
IDENTITY - JANUS
DESCRIPTION - OVERSEAS CLASS J
COST - 0
CURRENT VALUE - 1273

PARTY IN INTEREST -
IDENTITY - MARSICO
DESCRIPTION - FOCUS FUND
COST - 0
CURRENT VALUE - 21749

PARTY IN INTEREST -
IDENTITY - NEUBERGER BERMAN
DESCRIPTION - MUTUAL FUND
COST - 0
CURRENT VALUE - 6248

PARTY IN INTEREST -
IDENTITY - NORTHERN FUNDS
DESCRIPTION - SMALL CAP VALUE FND
COST - 0
CURRENT VALUE - 972

PARTY IN INTEREST -
IDENTITY - PIMCO
DESCRIPTION - HIGH YIELD FUND
COST - 0
CURRENT VALUE - 26

PARTY IN INTEREST -
IDENTITY - SCHWAB
DESCRIPTION - TARGET 2020 FUND
COST - 0
CURRENT VALUE - 29425

PARTY IN INTEREST -
IDENTITY - SCHWAB
DESCRIPTION - 1000 INDEX FUND
COST - 0
CURRENT VALUE - 1584

PARTY IN INTEREST -
IDENTITY - SCHWAB
DESCRIPTION - MONEY MARKET
COST - 0
CURRENT VALUE - 36856

PARTY IN INTEREST -
IDENTITY - SCHWAB
DESCRIPTION - SMALL CAP INDEX FUND
COST - 0
CURRENT VALUE - 569

PARTY IN INTEREST -
IDENTITY - THIRD AVE
DESCRIPTION - VALUE FUND
COST - 0
CURRENT VALUE - 24447

PARTY IN INTEREST -
IDENTITY - US GLOBAL INV
DESCRIPTION - MUTUAL FUND
COST - 0
CURRENT VALUE - 436

PARTY IN INTEREST -
IDENTITY - VANGUARD
DESCRIPTION - INTL VALUE FUND
COST - 0
CURRENT VALUE - 11586