

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CONE DRIVE OPERATIONS SAVINGS PLAN FOR NON-BARGAINED EMPLOYEES</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>002</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>11/13/2008</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>002</u>	1c Effective date of plan	<u>11/13/2008</u>
1b Three-digit plan number (PN) ►	<u>002</u>				
1c Effective date of plan	<u>11/13/2008</u>				
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CONE DRIVE OPERATIONS, INC.</u> <u>240 EAST 12 ST.</u> <u>TRAVERSE CITY, MI 49685-0272</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>05-0425787</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>231-946-8410</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>05-0425787</u>	2c Sponsor's telephone number <u>231-946-8410</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>05-0425787</u>					
2c Sponsor's telephone number <u>231-946-8410</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>NANCY BONCZYK</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>NANCY BONCZYK</u>
	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 CONE DRIVE OPERATIONS, INC. 240 EAST 12 ST. TRAVERSE CITY, MI 49685-0272		3b Administrator's EIN 05-0425787 3c Administrator's telephone number 231-946-8410
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		5 158
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	139
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	22
d Subtotal. Add lines 6a , 6b , and 6c	6d	161
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	161
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	155
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	11
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 2S 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ 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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan CONE DRIVE OPERATIONS SAVINGS PLAN FOR NON-BARGAINED EMPLOYEES	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CONE DRIVE OPERATIONS, INC.	D Employer Identification Number (EIN) 05-0425787

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	1500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ALLNZ NFJ SMCPVAL AD - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AM CENT EQUITY INC - AMERICAN CENTU	44-0619208	0.35%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PIM TOTAL RT INST - BOSTON FINANCIA	P.O. BOX 8480 BOSTON, MA 02266	0.02%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
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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
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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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CONE DRIVE OPERATIONS SAVINGS PLAN FOR NON-BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONE DRIVE OPERATIONS, INC.</u>	D Employer Identification Number (EIN) <u>05-0425787</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)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	82061	83273
	(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)	12797	223657
	(9) Value of interest in common/collective trusts.....	1c(9)	239405	301618
	(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)	3763110	5668808
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4097373	6277356

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4097373	6277356
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	364465	
(B) Participants	2a(1)(B)	848059	
(C) Others (including rollovers)	2a(1)(C)	596108	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1808632

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	26	
(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)	2925	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2951

(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)	156673	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		156673

(3) Rents	2b(3)		
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(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)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5645
(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)		361986
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2335887

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	154359	
(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)		154359
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)	1545	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1545
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		155904

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2179983
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: DENNIS GARTLAND & NIERGARTH

(2) EIN: 20-2349670

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		500000
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.		X	

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

A Name of plan <u>CONE DRIVE OPERATIONS SAVINGS PLAN FOR NON-BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONE DRIVE OPERATIONS, INC.</u>	D Employer Identification Number (EIN) <u>05-0425787</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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): _____

**Cone Drive Operations Savings Plan
for Non-Bargained Employees**

FINANCIAL STATEMENTS
AND REPORT OF INDEPENDENT
CERTIFIED PUBLIC ACCOUNTANTS

December 31, 2012

CONTENTS

	<u>Page</u>
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS.....	2
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	5
NOTES TO FINANCIAL STATEMENTS	6
SUPPLEMENTAL INFORMATION	
SCHEDULE OF ASSETS (HELD AT END OF YEAR).....	15



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Administrative Committee of
Cone Drive Operations Savings Plan for Non-Bargained Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ***Cone Drive Operations Savings Plan for Non-Bargained Employees*** (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the *Department of Labor's Rules and Regulations for Reporting and Disclosure* under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note K, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with related information included in the financial statements and supplemental schedule. 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 certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2012, which is the responsibility of plan management, is required by the *Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure*, under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not express an opinion on this supplemental schedule.

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

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

Dennis, Martland & Nierganth

October 11, 2013

Cone Drive Operations Savings Plan for Non-Bargained Employees

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments	<u>\$ 6,053,699</u>	<u>\$ 4,084,576</u>
Receivables		
Company contributions	483,828	1,021
Participant contributions	2,200	2,291
Notes receivable from participants	<u>223,657</u>	<u>12,797</u>
Total receivables	<u>709,685</u>	<u>16,109</u>
Total assets	6,763,384	4,100,685
Adjustment from Fair Value to Contract Value for Fully Benefit-responsive Investment Contract	<u>(8,631)</u>	<u>(5,905)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 6,754,753</u></u>	<u><u>\$ 4,094,780</u></u>

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

Cone Drive Operations Savings Plan for Non-Bargained Employees

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

ADDITIONS TO NET ASSETS	<u>2012</u>	<u>2011</u>
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 361,985	\$ (190,708)
Interest and dividends	<u>162,544</u>	<u>128,953</u>
Total investment income (loss)	<u>524,529</u>	<u>(61,755)</u>
Contributions		
Company	847,272	337,045
Participant	847,968	825,701
Rollovers	<u>596,108</u>	<u>8,727</u>
Total contributions	<u>2,291,348</u>	<u>1,171,473</u>
Total additions to net assets	<u>2,815,877</u>	<u>1,109,718</u>
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	154,359	115,379
Administrative and other expenses	<u>1,545</u>	<u>3,621</u>
Total deductions from net assets	<u>155,904</u>	<u>119,000</u>
CHANGE IN NET ASSETS	2,659,973	990,718
Net assets available for benefits, beginning of year	<u>4,094,780</u>	<u>3,104,062</u>
Net assets available for benefits, end of year	<u><u>\$ 6,754,753</u></u>	<u><u>\$ 4,094,780</u></u>

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

Cone Drive Operations Savings Plan for Non-Bargained Employees

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the Cone Drive Operations Savings Plan for Non-Bargained Employees (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan, effective November 13, 2008, is a defined contribution profit sharing plan under Section 401(a) of the Internal Revenue Code, includes 401(k) salary reduction provisions and is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established to enable employees of Cone Drive Operations, Inc. (the "Company") to accumulate capital for retirement.

Eligibility

Upon reaching the age of 18, an employee becomes eligible to participate in the Plan. Eligible employees may become participants on the first day of each month following the date on which eligibility requirements are met. Employees are eligible unless represented by a retirement benefit bargaining unit.

Contributions

Each year, participants may contribute up to 40% of pretax annual compensation, as defined in the Plan, not to exceed the limits of the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants will be eligible to irrevocably designate some or all of the deferral contribution as a Roth Deferral Contribution at the time deferral election is made. Roth Deferral Contributions are included in income for tax purposes.

Through August 31, 2012, the Company will make non-discretionary matching contributions in an amount equal to 50% of each Participant's Deferral Contributions up to a maximum of 10% of eligible compensation. Beginning September 1, 2012, the Company will make non-discretionary, modified matching contributions of \$1 for every \$1 of each Participant's Deferral Contributions, up to a maximum of 5% of eligible wages. The Company may also make discretionary matching contributions in amounts determined by the Company. Contributions are subject to certain limitations imposed by the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution and allocations of Plan earnings. Allocations are based on participant compensation 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. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 26 funds as investment options for participants.

NOTES TO FINANCIAL STATEMENTS - Continued

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing contributions portions of their accounts is based on years of continuous service. A participant is 100% vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made. The loans are secured by up to 50% of the vested balance in the participant's account and bear interest at a rate determined when applying for the loan. A maximum of one loan outstanding is permitted. Principal and interest are paid ratably through payroll deductions. Interest earned on loans totaled \$2,920 and \$431 for the years ended December 31, 2012 and 2011, respectively.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive the value of the vested interest in his or her account in either a lump-sum amount or in installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A participant may also elect this if he or she incurs a financial hardship as defined by the Plan.

Forfeited Accounts

Forfeited nonvested account balances are used to offset Plan expenses and then to reduce the Plan Sponsor's contributions to the Plan.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

Plan transactions are recorded on the accrual basis of accounting.

Use of Estimates in the Preparation of Financial Statements

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value determined primarily by quoted market prices. Shares of mutual funds are valued at quoted market prices which represents the net asset value of shares held by the Plan. The common collective trust fund is stated at fair value, based upon the underlying investment contracts in the fund as reported by the issuer of the fund. See Note D for discussion of fair value measurements.

NOTES TO FINANCIAL STATEMENTS - Continued

Appreciation or depreciation in the fair value of investments represents the change in the difference between aggregate fair value and aggregate cost of investments, including investments purchased, sold and held during the year.

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.

Valuation of Notes Receivable from Participants

Notes receivable from participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest.

Benefit-Responsive Investment Contracts

Investments are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits present the fair value of the investments in the Plan as well as the adjustment of the investments in the Plan from fair value to contract value relating to fully benefit-responsive investment contracts.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition and disclosure through October 11, 2013, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The investments of the Plan at December 31 are as follows:

	<u>2012</u>	<u>2011</u>
Investments at fair value as determined by quoted market prices		
Mutual funds	\$ 5,752,081	\$ 3,845,171
Common collective trusts	<u>301,618</u>	<u>239,405</u>
Total investments	<u>\$ 6,053,699</u>	<u>\$ 4,084,576</u>

NOTES TO FINANCIAL STATEMENTS - Continued

The Plan's investments, including investments purchased or sold, as well as held during the year, changed in value as follows:

	<u>2012</u>	<u>2011</u>
Investments at fair value as determined by quoted market prices		
Mutual funds	<u>\$ 361,985</u>	<u>\$ (190,708)</u>
Interest and dividends was earned on investments, as follows:		
Mutual funds	\$ 156,537	\$ 125,925
Common collective trusts	<u>3,087</u>	<u>2,597</u>
Total interest and dividends	<u>\$ 159,624</u>	<u>\$ 128,522</u>

The fair values of individual investments that represent 5% or more of Plan assets available for benefits at December 31 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2020	\$ 1,611,111	\$ 1,125,209
Fidelity Freedom 2025	840,087	497,781
Pimco Total Return Institutional	491,977	334,209
Fidelity Freedom 2030	413,566	329,722
American Century Equity Inc	347,011	227,456
Fidelity Freedom 2015	-	264,511
Fidelity Managed Income Portfolio	-	239,405

NOTE D - FAIR VALUE OF FINANCIAL INSTRUMENTS

FASB ASC 820-10, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

NOTES TO FINANCIAL STATEMENTS - Continued

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 need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Common collective trusts: Valued at the NAV of the underlying investment contracts in the fund as reported by the issuer of the fund.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced funds	\$ 3,867,897	\$ -	\$ -	\$ 3,867,897
Fixed income funds	607,448	-	-	607,448
Domestic large cap funds	637,666	-	-	637,666
Domestic small cap funds	247,424	-	-	247,424
International/Global equities	153,653	-	-	153,653
Specialty funds	154,720	-	-	154,720
Money market funds	83,273	-	-	83,273
Common collective trusts				
Fixed income funds	-	301,618	-	301,618
Total assets at fair value	<u>\$ 5,752,081</u>	<u>\$ 301,618</u>	<u>\$ -</u>	<u>\$ 6,053,699</u>

NOTES TO FINANCIAL STATEMENTS - Continued

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced funds	\$ 2,670,245	\$ -	\$ -	\$ 2,670,245
Fixed income funds	374,171	-	-	374,171
Domestic large cap funds	366,208	-	-	366,208
Domestic small cap funds	191,303	-	-	191,303
International/Global equities	90,556	-	-	90,556
Specialty funds	82,061	-	-	82,061
Money market funds	70,627	-	-	70,627
Common collective trusts				
Fixed income funds	-	239,405	-	239,405
Total assets at fair value	<u>\$ 3,845,171</u>	<u>\$ 239,405</u>	<u>\$ -</u>	<u>\$ 4,084,576</u>

NOTE E - INVESTMENT IN COMMON COLLECTIVE TRUST

The Fidelity Managed Income Portfolio, a common collective trust fund, invests in a variety of investments such as fixed income securities or bond funds and enters into wrapper contracts issued by a third party. The Wrap issuer agrees to pay an amount sufficient to cover unit holder redemptions.

The interest-crediting rate is the periodic interest rate accrued to participants and is reset on a monthly basis to reflect the performance of the underlying securities.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Managed Income Fund at contract value. Certain events may limit the ability of the Plan to transact at contract value with the issuer. The Plan Administrator does not believe that the occurrence of any such event is probable. For the Plan years ended December 31, 2012 and 2011, the average yield was approximately 1.70% and 1.92%, respectively.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

A party-in-interest is defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Company and certain others. Fees paid by the Plan for investment management services amounted to \$1,545 and \$3,621 for the years ended December 31, 2012 and 2011, respectively. Fees paid to mutual fund managers, the amounts of which are unknown, are netted against investment income. Professional fees for the administration and audit of the Plan were paid by the Company.

NOTE G - PLAN TERMINATION

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

NOTES TO FINANCIAL STATEMENTS - Continued

NOTE H - TAX STATUS

The Plan obtained its latest determination letter in March 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

All tax positions taken by the Plan have been assessed to have a near 100% likelihood of being sustained upon their ultimate settlement in the event they are examined by taxing authorities and, therefore, there are no unrecognized tax benefits. The tax years that remain subject to examination by the Internal Revenue Service are 2009 - 2012.

NOTE I - TERMINATED PARTICIPANTS

Included in net assets available for benefits are amounts allocated to individuals who have withdrawn from the Plan. The amount allocated to these participants was \$245,456 and \$170,144 at December 31, 2012 and 2011, respectively.

NOTE J - NET ASSETS RECONCILIATION

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net assets - Form 5500	\$ 6,277,356
Company and participant contributions receivable	486,028
Adjustment to contract value for Stable Value Fund	<u>(8,631)</u>
Net assets - audited financial statements	<u>\$ 6,754,753</u>

NOTE K - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the *Department of Labor Rules and Regulations for Reporting and Disclosure* under ERISA. Accordingly, the Trustee has certified that the information listed below is complete and accurate:

	<u>2012</u>	<u>2011</u>
Statements of Net Assets Available for Benefits		
Investments	\$ 6,053,699	\$ 4,084,576
Notes receivable from participants	223,657	12,797
Statements of Changes in Net Assets Available for Benefits		
Net appreciation (depreciation) in fair value of investments	361,985	(190,708)
Dividends	156,537	125,925
Interest on Common collective trust	3,087	2,597
Interest on notes receivable from participants	2,920	431

All information disclosed in Notes C and D
All information in the supplemental schedule

NOTES TO FINANCIAL STATEMENTS - Continued

The Plan's independent certified public accountants did not perform auditing procedures with respect to information certified by the Trustee, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE L - SUBSEQUENT EVENTS

Effective January 1, 2013, the Plan will establish a 3% Safe Harbor non-discretionary employer contribution for all participants.

Effective January 1, 2013, the Plan will establish a discretionary employer contribution for a percentage of eligible wages based on participants' age and service as of the date of the Cone Drive Operations Salaried Pension Plan freeze of August 31, 2012.

SUPPLEMENTAL INFORMATION

Cone Drive Operations Savings Plan for Non-Bargained Employees

EIN # 05-0425787 - Plan # 002

For the year ended December 31, 2012

Schedule of Assets (Held at End of Year) -- See Form 5500, Schedule H, Part IV, item 4i				
(a)	(b) Identity of issuer, 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
*	Fidelity Freedom 2020	112,586.385 mutual shares	N/A	\$ 1,611,111
*	Fidelity Freedom 2025	70,300.167 mutual shares	N/A	840,087
	Pimco Total Return Institutional	43,770.172 mutual shares	N/A	491,977
*	Fidelity Freedom 2030	29,062.941 mutual shares	N/A	413,566
	American Century Equity Inc	44,374.760 mutual shares	N/A	347,011
*	Fidelity Freedom 2015	23,646.508 mutual shares	N/A	279,265
*	Fidelity Freedom 2035	23,416.895 mutual shares	N/A	277,022
	Allianz NFJ Small Cap Value AD	8,718.253 mutual shares	N/A	247,424
*	Fidelity Freedom 2045	24,414.630 mutual shares	N/A	238,775
*	Fidelity Freedom 2040	17,305.633 mutual shares	N/A	142,945
	Spartan 500 Index	2,426.079 mutual shares	N/A	122,493
*	Fidelity International Discovery	3,627.613 mutual shares	N/A	119,965
*	Fidelity Growth Discovery	7,638.539 mutual shares	N/A	119,008
*	Fidelity Capital & Income	12,154.851 mutual shares	N/A	115,471
*	Fidelity Real Estate Invs	3,541.660 mutual shares	N/A	113,829
*	Fidelity Retirement Money Market	83,272.830 mutual shares	N/A	83,273
*	Fidelity Fidelity	1,372.640 mutual shares	N/A	49,154
*	Fidelity Select Gold	1,105.772 mutual shares	N/A	40,891
*	Fidelity Emerging Markets	1,451.414 mutual shares	N/A	33,687
*	Fidelity Freedom 2050	3,284.328 mutual shares	N/A	31,661
*	Fidelity Freedom 2010	1790.599 mutual shares	N/A	25,283
*	Fidelity Freedom Income	616.261 mutual shares	N/A	7,216
*	Fidelity Freedom 2055	97.750 mutual shares	N/A	967
	Subtotal - Mutual Funds			5,752,081
*	Fidelity Managed Inc Port - Common Collective Trust	292,986.580 units	N/A	301,618
*	Notes receivable from Participants (Participant Loans)	Various rates and maturities	N/A	223,657
	Grand Total Investments and Notes Receivable			\$ 6,277,356

* Party-In-Interest

**Cone Drive Operations Savings Plan
for Non-Bargained Employees**

FINANCIAL STATEMENTS
AND REPORT OF INDEPENDENT
CERTIFIED PUBLIC ACCOUNTANTS

December 31, 2012

CONTENTS

	<u>Page</u>
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS.....	2
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	5
NOTES TO FINANCIAL STATEMENTS	6
SUPPLEMENTAL INFORMATION	
SCHEDULE OF ASSETS (HELD AT END OF YEAR).....	15



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Administrative Committee of
Cone Drive Operations Savings Plan for Non-Bargained Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ***Cone Drive Operations Savings Plan for Non-Bargained Employees*** (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the *Department of Labor's Rules and Regulations for Reporting and Disclosure* under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note K, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with related information included in the financial statements and supplemental schedule. 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 certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2012, which is the responsibility of plan management, is required by the *Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure*, under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not express an opinion on this supplemental schedule.

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

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

Dennis, Martland & Nierganth

October 11, 2013

Cone Drive Operations Savings Plan for Non-Bargained Employees

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments	<u>\$ 6,053,699</u>	<u>\$ 4,084,576</u>
Receivables		
Company contributions	483,828	1,021
Participant contributions	2,200	2,291
Notes receivable from participants	<u>223,657</u>	<u>12,797</u>
Total receivables	<u>709,685</u>	<u>16,109</u>
Total assets	6,763,384	4,100,685
Adjustment from Fair Value to Contract Value for Fully Benefit-responsive Investment Contract	<u>(8,631)</u>	<u>(5,905)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 6,754,753</u></u>	<u><u>\$ 4,094,780</u></u>

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

Cone Drive Operations Savings Plan for Non-Bargained Employees

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years ended December 31,

ADDITIONS TO NET ASSETS	<u>2012</u>	<u>2011</u>
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 361,985	\$ (190,708)
Interest and dividends	<u>162,544</u>	<u>128,953</u>
Total investment income (loss)	<u>524,529</u>	<u>(61,755)</u>
Contributions		
Company	847,272	337,045
Participant	847,968	825,701
Rollovers	<u>596,108</u>	<u>8,727</u>
Total contributions	<u>2,291,348</u>	<u>1,171,473</u>
Total additions to net assets	<u>2,815,877</u>	<u>1,109,718</u>
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	154,359	115,379
Administrative and other expenses	<u>1,545</u>	<u>3,621</u>
Total deductions from net assets	<u>155,904</u>	<u>119,000</u>
CHANGE IN NET ASSETS	2,659,973	990,718
Net assets available for benefits, beginning of year	<u>4,094,780</u>	<u>3,104,062</u>
Net assets available for benefits, end of year	<u><u>\$ 6,754,753</u></u>	<u><u>\$ 4,094,780</u></u>

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

Cone Drive Operations Savings Plan for Non-Bargained Employees

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the Cone Drive Operations Savings Plan for Non-Bargained Employees (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan, effective November 13, 2008, is a defined contribution profit sharing plan under Section 401(a) of the Internal Revenue Code, includes 401(k) salary reduction provisions and is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established to enable employees of Cone Drive Operations, Inc. (the "Company") to accumulate capital for retirement.

Eligibility

Upon reaching the age of 18, an employee becomes eligible to participate in the Plan. Eligible employees may become participants on the first day of each month following the date on which eligibility requirements are met. Employees are eligible unless represented by a retirement benefit bargaining unit.

Contributions

Each year, participants may contribute up to 40% of pretax annual compensation, as defined in the Plan, not to exceed the limits of the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants will be eligible to irrevocably designate some or all of the deferral contribution as a Roth Deferral Contribution at the time deferral election is made. Roth Deferral Contributions are included in income for tax purposes.

Through August 31, 2012, the Company will make non-discretionary matching contributions in an amount equal to 50% of each Participant's Deferral Contributions up to a maximum of 10% of eligible compensation. Beginning September 1, 2012, the Company will make non-discretionary, modified matching contributions of \$1 for every \$1 of each Participant's Deferral Contributions, up to a maximum of 5% of eligible wages. The Company may also make discretionary matching contributions in amounts determined by the Company. Contributions are subject to certain limitations imposed by the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution and allocations of Plan earnings. Allocations are based on participant compensation 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. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 26 funds as investment options for participants.

NOTES TO FINANCIAL STATEMENTS - Continued

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing contributions portions of their accounts is based on years of continuous service. A participant is 100% vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 reduced by the highest outstanding loan balance during the one-year period ending on the day before the loan is made. The loans are secured by up to 50% of the vested balance in the participant's account and bear interest at a rate determined when applying for the loan. A maximum of one loan outstanding is permitted. Principal and interest are paid ratably through payroll deductions. Interest earned on loans totaled \$2,920 and \$431 for the years ended December 31, 2012 and 2011, respectively.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive the value of the vested interest in his or her account in either a lump-sum amount or in installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A participant may also elect this if he or she incurs a financial hardship as defined by the Plan.

Forfeited Accounts

Forfeited nonvested account balances are used to offset Plan expenses and then to reduce the Plan Sponsor's contributions to the Plan.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

Plan transactions are recorded on the accrual basis of accounting.

Use of Estimates in the Preparation of Financial Statements

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value determined primarily by quoted market prices. Shares of mutual funds are valued at quoted market prices which represents the net asset value of shares held by the Plan. The common collective trust fund is stated at fair value, based upon the underlying investment contracts in the fund as reported by the issuer of the fund. See Note D for discussion of fair value measurements.

NOTES TO FINANCIAL STATEMENTS - Continued

Appreciation or depreciation in the fair value of investments represents the change in the difference between aggregate fair value and aggregate cost of investments, including investments purchased, sold and held during the year.

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.

Valuation of Notes Receivable from Participants

Notes receivable from participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest.

Benefit-Responsive Investment Contracts

Investments are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits present the fair value of the investments in the Plan as well as the adjustment of the investments in the Plan from fair value to contract value relating to fully benefit-responsive investment contracts.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition and disclosure through October 11, 2013, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The investments of the Plan at December 31 are as follows:

	<u>2012</u>	<u>2011</u>
Investments at fair value as determined by quoted market prices		
Mutual funds	\$ 5,752,081	\$ 3,845,171
Common collective trusts	<u>301,618</u>	<u>239,405</u>
Total investments	<u>\$ 6,053,699</u>	<u>\$ 4,084,576</u>

NOTES TO FINANCIAL STATEMENTS - Continued

The Plan's investments, including investments purchased or sold, as well as held during the year, changed in value as follows:

	<u>2012</u>	<u>2011</u>
Investments at fair value as determined by quoted market prices		
Mutual funds	<u>\$ 361,985</u>	<u>\$ (190,708)</u>
Interest and dividends was earned on investments, as follows:		
Mutual funds	\$ 156,537	\$ 125,925
Common collective trusts	<u>3,087</u>	<u>2,597</u>
Total interest and dividends	<u>\$ 159,624</u>	<u>\$ 128,522</u>

The fair values of individual investments that represent 5% or more of Plan assets available for benefits at December 31 are as follows:

	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2020	\$ 1,611,111	\$ 1,125,209
Fidelity Freedom 2025	840,087	497,781
Pimco Total Return Institutional	491,977	334,209
Fidelity Freedom 2030	413,566	329,722
American Century Equity Inc	347,011	227,456
Fidelity Freedom 2015	-	264,511
Fidelity Managed Income Portfolio	-	239,405

NOTE D - FAIR VALUE OF FINANCIAL INSTRUMENTS

FASB ASC 820-10, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

NOTES TO FINANCIAL STATEMENTS - Continued

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 need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Common collective trusts: Valued at the NAV of the underlying investment contracts in the fund as reported by the issuer of the fund.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced funds	\$ 3,867,897	\$ -	\$ -	\$ 3,867,897
Fixed income funds	607,448	-	-	607,448
Domestic large cap funds	637,666	-	-	637,666
Domestic small cap funds	247,424	-	-	247,424
International/Global equities	153,653	-	-	153,653
Specialty funds	154,720	-	-	154,720
Money market funds	83,273	-	-	83,273
Common collective trusts				
Fixed income funds	-	301,618	-	301,618
Total assets at fair value	<u>\$ 5,752,081</u>	<u>\$ 301,618</u>	<u>\$ -</u>	<u>\$ 6,053,699</u>

NOTES TO FINANCIAL STATEMENTS - Continued

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Balanced funds	\$ 2,670,245	\$ -	\$ -	\$ 2,670,245
Fixed income funds	374,171	-	-	374,171
Domestic large cap funds	366,208	-	-	366,208
Domestic small cap funds	191,303	-	-	191,303
International/Global equities	90,556	-	-	90,556
Specialty funds	82,061	-	-	82,061
Money market funds	70,627	-	-	70,627
Common collective trusts				
Fixed income funds	-	239,405	-	239,405
Total assets at fair value	<u>\$ 3,845,171</u>	<u>\$ 239,405</u>	<u>\$ -</u>	<u>\$ 4,084,576</u>

NOTE E - INVESTMENT IN COMMON COLLECTIVE TRUST

The Fidelity Managed Income Portfolio, a common collective trust fund, invests in a variety of investments such as fixed income securities or bond funds and enters into wrapper contracts issued by a third party. The Wrap issuer agrees to pay an amount sufficient to cover unit holder redemptions.

The interest-crediting rate is the periodic interest rate accrued to participants and is reset on a monthly basis to reflect the performance of the underlying securities.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Managed Income Fund at contract value. Certain events may limit the ability of the Plan to transact at contract value with the issuer. The Plan Administrator does not believe that the occurrence of any such event is probable. For the Plan years ended December 31, 2012 and 2011, the average yield was approximately 1.70% and 1.92%, respectively.

NOTE F - PARTY-IN-INTEREST TRANSACTIONS

A party-in-interest is defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Company and certain others. Fees paid by the Plan for investment management services amounted to \$1,545 and \$3,621 for the years ended December 31, 2012 and 2011, respectively. Fees paid to mutual fund managers, the amounts of which are unknown, are netted against investment income. Professional fees for the administration and audit of the Plan were paid by the Company.

NOTE G - PLAN TERMINATION

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

NOTES TO FINANCIAL STATEMENTS - Continued

NOTE H - TAX STATUS

The Plan obtained its latest determination letter in March 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

All tax positions taken by the Plan have been assessed to have a near 100% likelihood of being sustained upon their ultimate settlement in the event they are examined by taxing authorities and, therefore, there are no unrecognized tax benefits. The tax years that remain subject to examination by the Internal Revenue Service are 2009 - 2012.

NOTE I - TERMINATED PARTICIPANTS

Included in net assets available for benefits are amounts allocated to individuals who have withdrawn from the Plan. The amount allocated to these participants was \$245,456 and \$170,144 at December 31, 2012 and 2011, respectively.

NOTE J - NET ASSETS RECONCILIATION

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to Form 5500:

Net assets - Form 5500	\$ 6,277,356
Company and participant contributions receivable	486,028
Adjustment to contract value for Stable Value Fund	<u>(8,631)</u>
Net assets - audited financial statements	<u>\$ 6,754,753</u>

NOTE K - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the *Department of Labor Rules and Regulations for Reporting and Disclosure* under ERISA. Accordingly, the Trustee has certified that the information listed below is complete and accurate:

	<u>2012</u>	<u>2011</u>
Statements of Net Assets Available for Benefits		
Investments	\$ 6,053,699	\$ 4,084,576
Notes receivable from participants	223,657	12,797
Statements of Changes in Net Assets Available for Benefits		
Net appreciation (depreciation) in fair value of investments	361,985	(190,708)
Dividends	156,537	125,925
Interest on Common collective trust	3,087	2,597
Interest on notes receivable from participants	2,920	431

All information disclosed in Notes C and D
All information in the supplemental schedule

NOTES TO FINANCIAL STATEMENTS - Continued

The Plan's independent certified public accountants did not perform auditing procedures with respect to information certified by the Trustee, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE L - SUBSEQUENT EVENTS

Effective January 1, 2013, the Plan will establish a 3% Safe Harbor non-discretionary employer contribution for all participants.

Effective January 1, 2013, the Plan will establish a discretionary employer contribution for a percentage of eligible wages based on participants' age and service as of the date of the Cone Drive Operations Salaried Pension Plan freeze of August 31, 2012.

SUPPLEMENTAL INFORMATION

Cone Drive Operations Savings Plan for Non-Bargained Employees

EIN # 05-0425787 - Plan # 002

For the year ended December 31, 2012

Schedule of Assets (Held at End of Year) -- See Form 5500, Schedule H, Part IV, item 4i				
(a)	(b) Identity of issuer, 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
*	Fidelity Freedom 2020	112,586.385 mutual shares	N/A	\$ 1,611,111
*	Fidelity Freedom 2025	70,300.167 mutual shares	N/A	840,087
	Pimco Total Return Institutional	43,770.172 mutual shares	N/A	491,977
*	Fidelity Freedom 2030	29,062.941 mutual shares	N/A	413,566
	American Century Equity Inc	44,374.760 mutual shares	N/A	347,011
*	Fidelity Freedom 2015	23,646.508 mutual shares	N/A	279,265
*	Fidelity Freedom 2035	23,416.895 mutual shares	N/A	277,022
	Allianz NFJ Small Cap Value AD	8,718.253 mutual shares	N/A	247,424
*	Fidelity Freedom 2045	24,414.630 mutual shares	N/A	238,775
*	Fidelity Freedom 2040	17,305.633 mutual shares	N/A	142,945
	Spartan 500 Index	2,426.079 mutual shares	N/A	122,493
*	Fidelity International Discovery	3,627.613 mutual shares	N/A	119,965
*	Fidelity Growth Discovery	7,638.539 mutual shares	N/A	119,008
*	Fidelity Capital & Income	12,154.851 mutual shares	N/A	115,471
*	Fidelity Real Estate Invs	3,541.660 mutual shares	N/A	113,829
*	Fidelity Retirement Money Market	83,272.830 mutual shares	N/A	83,273
*	Fidelity Fidelity	1,372.640 mutual shares	N/A	49,154
*	Fidelity Select Gold	1,105.772 mutual shares	N/A	40,891
*	Fidelity Emerging Markets	1,451.414 mutual shares	N/A	33,687
*	Fidelity Freedom 2050	3,284.328 mutual shares	N/A	31,661
*	Fidelity Freedom 2010	1790.599 mutual shares	N/A	25,283
*	Fidelity Freedom Income	616.261 mutual shares	N/A	7,216
*	Fidelity Freedom 2055	97.750 mutual shares	N/A	967
	Subtotal - Mutual Funds			5,752,081
*	Fidelity Managed Inc Port - Common Collective Trust	292,986.580 units	N/A	301,618
*	Notes receivable from Participants (Participant Loans)	Various rates and maturities	N/A	223,657
	Grand Total Investments and Notes Receivable			\$ 6,277,356

* Party-In-Interest