Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PACIFIC PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2004

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

A.C.X. PACIFIC NORTHWEST, INC.

4540 CALIFORNIA AVE.
SUITE 520
BAKERSFIELD, CA 93309

2b Employer Identification Number (EIN)
91-1711969

2c Sponsor's telephone number
661-328-1992

2d Business code (see instructions)
425120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	LARRY RICKS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	LARRY RICKS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	175
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**	203
b	Retired or separated participants receiving benefits	**6b**	30
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	233
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	233
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	173
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 3F

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
PACIFIC PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A.C.X. PACIFIC NORTHWEST, INC.

D Employer Identification Number (EIN)
91-1711969

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	18128	432248
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	604746	582915
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	262604
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	622874	1277767
Liabilities			
g Benefit claims payable	1g	1433	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	1433	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	621441	1277767

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)	654104	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		654104
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3482	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	9963	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13445
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		7128
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		674677
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14342	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		14342
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	4009	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4009
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18351
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		656326
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WILLIAMS ADAMS & COMPANY, CPA'S **(2)** EIN: 46-3186931

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		400000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
PACIFIC PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
A.C.X. PACIFIC NORTHWEST, INC.

D Employer Identification Number (EIN)
91-1711969

Part I Distributions

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

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

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

EIN(s): 91-1711969

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

WILLIAMS ADAMS
& COMPANY, CPAs

INDEPENDENT AUDITOR'S REPORT

To the Plan Trustees
Pacific Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Pacific Profit Sharing Plan, which comprise the statements of nets assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note F, which was certified by State Farm Bank, the trustee of the Plan, except for comparing the information with the 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 a 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 for investment purposes at year end, which is the responsibility of plan management, 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and 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.

Williams Adams & Company, CPAs

WILLIAMS ADAMS & COMPANY, CPAs

September 30, 2013
Bakersfield, CA

PACIFIC PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments at fair value		
Sweep account	$ 62	$ -
Money markets	582,853	604,746
Mutual funds	262,604	-
	845,519	604,746
Receivables		
Employer contributions	432,248	18,128
TOTAL ASSETS	$ 1,277,767	$ 622,874
LIABILITIES		
Distributions payable	$ -	$ 1,433
TOTAL LIABILITIES	-	1,433
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,277,767	$ 621,441

See accompanying notes and Independent Auditor's Report.

PACIFIC PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012

	2012
ADDITIONS:	
Investment income	
Net appreciation in fair value of investments	$ 7,128
Dividend income	9,963
Interest income	3,482
Total investment income	20,573
Contributions	
Employer	654,104
TOTAL ADDITIONS	674,677
DEDUCTIONS:	
Benefits paid to participants	14,342
Administrative expenses	4,009
TOTAL DEDUCTIONS	18,351
NET INCREASE	656,326
NET ASSETS AVAILABLE FOR BENEFITS	
BEGINNING OF YEAR	621,441
END OF YEAR	$ 1,277,767

See accompanying notes and Independent Auditor's Report.

PACIFIC PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE A — DESCRIPTION OF PLAN

General

The following description of the Pacific Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering all eligible employees of Pacific Leasing, LLC and ACX Pacific Northwest, Inc. (the "Company"). The Plan's original effective date is July 1, 2004; the effective date of the Plan's amendment and restatement is July 1, 2009. All regular employees become eligible and may begin to participate in the Plan after obtaining the age of 18.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Company may elect to make voluntary contributions to the Plan. Participants are eligible to receive an allocable share of forfeitures and employer contributions and the gains thereon, if they have completed a minimum of 1,000 hours of service and are employed by the Company on the last day of the plan year unless they have retired, died, or become disabled. During the years ended December 31, 2012 and 2011, the Company elected to contribute $189,387 and $654,104 to the Plan, respectively.

Participants may not elect to contribute to the Plan unless the amounts represent distributions from other qualified plans. Participants may not direct the manner in which contributions are invested among the Plan's investment funds.

Participant Accounts

Each participant's account is credited with an allocation of the Company's contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant's total wages, as defined in Section 415(c) of the Internal Revenue Code for Company contributions, and account balances or specific participant transactions for administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants become 20% vested in employer contributions plus earnings thereon for each full year of service, which consists of a minimum of 1,000 hours. Service is calculated using all years of service after the first year. A participant is 100% vested after six years of credited service. Participants are immediately vested in employee contributions plus actual earnings thereon that represent distributions from other qualified plans.

Funding Policy

The Plan is funded through employer contributions made to the trust accounts.

NOTE A — DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service due to resignation, discharge, death, disability, or retirement, a participant will receive either a lump-sum amount or annual installments over a predetermined length of time equal to the value of the participant's vested interest in his or her account. At December 31, 2012 and 2011, the vested account balances of employees who terminated services but had not received a distribution from the Plan totaled $82,327 and $43,058, respectively. The 2011 amount includes the 2011 distributions payable of $1,433 presented on the statements of net assets available for benefits.

Participant Loans

The Plan does allow participants to request loans from their accounts. At December 31, 2012 and 2011, no participant loans were outstanding.

Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $0 and $0, respectively. If these accounts have a balance, they may be used to offset plan expenses or to reduce or supplement future employer contributions. The Plan allocated $23,431 and $1,464 of non-vested forfeited amounts in 2012 and 2011, respectively. At December 31, 2012 and 2011, $25,093 and $21,196 in non-vested amounts may be forfeited in future Plan years.

Administration of Plan Assets

The Plan's assets are held in trust by State Farm Bank and Wells Fargo Advisors. The Plan utilizes the services of a third-party administrator to assist in the record keeping of the Plan.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's administrator determines the Plan's valuation policies utilizing information provided at year end by Wells Fargo Advisors and State Farm Bank. Please see Note G for discussion of fair value measurements. Investment interest and dividends are recorded as income when credited by Wells Fargo Advisors and State Farm Bank.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid or approved for payment.

Administrative and Investment Expenses

Certain expenses of maintaining the Plan paid directly by the Company are excluded from these financial statements. Fees related to specific participant transactions are charged directly to the participant's account and are included in administrative expenses. Fees related to third-party administration and audit services are allocated among participants' accounts and are included in administrative expenses. Investment related expenses are allocated among participants' accounts and are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued.

NOTE C — INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 31, 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 tax counsel believe that the Plan is designed, and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2010.

NOTE D — 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 will become 100% vested in their accounts.

NOTE E — INVESTMENT CONCENTRATIONS

The Plan maintains its cash in a money market account held with State Farm Bank. In 2011, the Plan sold its stocks and mutual funds held with Wells Fargo Advisors and moved the proceeds to a money market account, also held with Wells Fargo Advisors. In 2012, the Plan purchased mutual funds and holds these with Wells Fargo Advisors. The balances of the money market accounts, at times, may exceed federally insured limits.

Investments held with both Wells Fargo Advisors and State Farm Bank are in excess of 5% of net assets. The particular investments that represent 5% or more of the Plan's net assets are separately identified below.

	2012	2011
Nonparticipant directed investments:		
State Farm Bank Money Market, 46%	$ 582,853	$ 458,741
Wells Fargo Advisors Money Market, 0%	-	146,005
Wells Fargo Advisors Mutual Funds, 21%	262,604	-
	$ 845,457	$ 604,746

NOTE F — INFORMATION PREPARED AND CERTIFIED BY TRUSTEES

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net appreciation in fair value of investments for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by State Farm Bank, a trustee of the Plan. The trustee prepared and certified the below information.

	2012	2011
Investments at fair value		
Money markets	$ 582,853	$ 458,741

NOTE G — FAIR VALUE MEASUREMENTS

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

NOTE G — FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for assets measured at fair value.

Money Markets: Valued at $1 per share as reported by State Farm Bank and Wells Fargo Advisors.

Mutual Funds: Valued at the daily closing price as reported on the stock exchange and as provided by Wells Fargo Advisors.

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

Assets at Fair Value as of December 31, 2012:

	Level 1	Level 2	Total
Nonparticipant-directed investments			
Money markets	$ 582,853	$ -	$ 582,853
Mutual funds	262,604	-	262,604

Assets at Fair Value as of December 31, 2011:

	Level 1	Level 2	Total
Nonparticipant-directed investments			
Money markets	$ 604,746	$ -	$ 604,746

NOTE G — FAIR VALUE MEASUREMENTS (CONTINUED)

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $7,128 as follows:

	2012
Mutual funds	$ 7,128

NOTE H — RECLASSIFICATIONS

Certain 2011 amounts may have been reclassified to conform to 2012 classifications. Such reclassifications had no effect on reported changes in net assets.

NOTE I — RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments were shares of mutual funds managed by Wells Fargo Advisors, which is a trustee. Therefore, these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. As described in Note B, the Plan made direct payments to the third-party administrator and the auditor for services rendered. The Plan Sponsor pays directly any other fees related to the Plan's operations.

NOTE J — 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 reports in the statements of net assets available for benefits.

SUPPLEMENTAL INFORMATION

PACIFIC PROFIT SHARING PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	State Farm Bank	Money market	N/A	$ 582,853
	Wells Fargo Advisors	Franklin US Govt FD	N/A	50,575
	Wells Fargo Advisors	Metrop West FDS Ttl Return	N/A	23,410
	Wells Fargo Advisors	Artio Global Invt FDS Ttl Re	N/A	17,788
	Wells Fargo Advisors	PIMCO All Asset Fnd Inst Cl	N/A	16,689
	Wells Fargo Advisors	Janus Invt FD Flexible BD FD	N/A	16,212
	Wells Fargo Advisors	JPMorgan Core Bond FD	N/A	12,566
	Wells Fargo Advisors	Fidelity Advis Ser Strat Inc	N/A	11,655
	Wells Fargo Advisors	PIMCO FDS Ttl Return	N/A	9,610
	Wells Fargo Advisors	PIMCO FDS Low Duration	N/A	8,421
	Wells Fargo Advisors	Goldman Sachs TR Dyn Alloc	N/A	7,993
	Wells Fargo Advisors	Blackrock Global Allocation	N/A	7,678
	Wells Fargo Advisors	Forward FDS Tactical Growth	N/A	7,564
	Wells Fargo Advisors	American Centy Invt TR Div	N/A	7,303
	Wells Fargo Advisors	WF FDS TR Adv Ultra Short	N/A	7,297
	Wells Fargo Advisors	Oppenheimer Intl BD FD	N/A	6,508
	Wells Fargo Advisors	Managers Funds Bond Fund	N/A	6,490
	Wells Fargo Advisors	PIMCO FDS Invt Diversified	N/A	6,438
	Wells Fargo Advisors	Thornburg Invt TR Inc Builder	N/A	5,686
	Wells Fargo Advisors	Blackrock FDS Core Bond Port	N/A	5,347
	Wells Fargo Advisors	Oppenheimer Global FD	N/A	4,931
	Wells Fargo Advisors	Pioneer Global High Yield	N/A	3,323
	Wells Fargo Advisors	Nuveen Invt FDS Inc Real Est	N/A	3,152
	Wells Fargo Advisors	Dreyfus Apprec FD Inc	N/A	3,067
	Wells Fargo Advisors	Europacific Growth FD	N/A	2,234
	Wells Fargo Advisors	Fidelity Adv Emerg Mkts	N/A	2,185
	Wells Fargo Advisors	Templeton Funds Inc Glb	N/A	2,184
	Wells Fargo Advisors	Harbor FD High Yield	N/A	2,145
	Wells Fargo Advisors	Eagle Mid Cap Stock Fund	N/A	2,133
	Wells Fargo Advisors	Goldman Sachs Finl Sq Treas	N/A	2,020
	Wells Fargo Advisors	Sweep account	N/A	62
				$ 845,519

See accompanying notes and Independent Auditor's Report.

PACIFIC PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

Years Ended December 31, 2012 and 2011

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

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan
Pacific Profit Sharing Plan

Employer Identification Number
91-1711969

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	State Farm Bank	Money Market		582,853
	Wells Fargo Advisors	Franklin US Govt FD		50,575
	Wells Fargo Advisors	Metrop West FDS Ttl Return		23,410
	Wells Fargo Advisors	Artio Global Invt FDS Ttl Re		17,788
	Wells Fargo Advisors	PIMCO All Asset Fnd Inst Cl		16,689
	Wells Fargo Advisors	Janus Invt FD Flexible BD FD		16,212
	Wells Fargo Advisors	JP Morgan Core Bond FD		12,566
	Wells Fargo Advisors	Fidelity Advis Ser Strat Inc		11,655
	Wells Fargo Advisors	PIMCO FDS Ttl Return		9,610
	Wells Fargo Advisors	PIMCO FDS Low Duration		8,421
	Wells Fargo Advisors	Goldman Sachs TR Dyn Alloc		7,993
	Wells Fargo Advisors	Blackrock Global Allocatoin		7,678
	Wells Fargo Advisors	Forward FDS Tactical Growth		7,564
	Wells Fargo Advisors	American Centy Invt TR Div		7,303
	Wells Fargo Advisors	WF FDS TR Adv Ultra Short		7,297
	Wells Fargo Advisors	Oppenheimer Intl BD FD		6,508
	Wells Fargo Advisors	Managers Funds Bond Fund		6,490
	Wells Fargo Advisors	PIMCO FDS Invt Diversified		6,438
	Wells Fargo Advisors	Thornburg Invt TR Inc Builder		5,686
	Wells Fargo Advisors	Blackrock FDS Core Bond Port		5,347
	Wells Fargo Advisors	Oppenheimer Global FD		4,931
	Wells Fargo Advisors	Pioneer Global High Yield		3,323
	Wells Fargo Advisors	Nuveen Invt FDS Inc Real Est		3,152
	Wells Fargo Advisors	Dreyfus Apprec FD Inc		3,067
	Wells Fargo Advisors	Europacific Growth FD		2,234
	Wells Fargo Advisors	Fidelity Adv Emerg Mkts		2,185
	Wells Fargo Advisors	Templeton Funds Inc Glb		2,184
	Wells Fargo Advisors	Harbor FD High Yield		2,145
	Wells Fargo Advisors	Eagle Mid Cap Stock Fund		2,133
	Wells Fargo Advisors	Goldman Sachs Finl Sq Treas		2,020
	Wells Fargo Advisors	Sweep Account		62

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

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan
Pacific Profit Sharing Plan

Employer Identification Number
91-1711969

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value

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

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan
Pacific Profit Sharing Plan

Employer Identification Number
91-1711969

Three-digit plan number ► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	State Farm Bank	Money Market		582,853
	Wells Fargo Advisors	Franklin US Govt FD		50,575
	Wells Fargo Advisors	Metrop West FDS Ttl Return		23,410
	Wells Fargo Advisors	Artio Global Invt FDS Ttl Re		17,788
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	Wells Fargo Advisors	Pioneer Global High Yield		3,323
	Wells Fargo Advisors	Nuveen Invt FDS Inc Real Est		3,152
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	Wells Fargo Advisors	Fidelity Adv Emerg Mkts		2,185
	Wells Fargo Advisors	Templeton Funds Inc Glb		2,184
	Wells Fargo Advisors	Harbor FD High Yield		2,145
	Wells Fargo Advisors	Eagle Mid Ca Stock Fund		2,133
	Wells Fargo Advisors	Goldman Sachs Finl Sq Treas		2,020
	Wells Fargo Advisors	Sweep Account		62

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	2012 This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information --- enter all requested information

1a Name of plan
Pacific Profit Sharing Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2004

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

A.C.X. Pacific Northwest, Inc.

4540 California Ave.
Suite 520
US Bakersfield CA 93309

2b Employer Identification Number (EIN) 91-1711969

2c Sponsor's telephone number (661) 328-1992

2d Business code (see instructions) 425120

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	X [signature]	X 10/10/13	X LARRY L. RECKS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	X [signature]	X 10/10/13	X LARRY L. RECKS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [x] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	175
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**	203
b Retired or separated participants receiving benefits	**6b**	30
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	233
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	233
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	173
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 3F

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [x] Trust	(3) [x] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [x] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [x] **H** (Financial Information)

(2) [ ] **I** (Financial Information - Small Plan)

(3) [ ] ____ **A** (Insurance Information)

(4) [ ] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)