# 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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 12/28/1972

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

MENDO MILL & LUMBER CO.

1870 NORTH STATE STREET
UKIAH, CA 95482

**2b** Employer Identification Number (EIN) 94-1577775

**2c** Sponsor's telephone number 707-462-4244

**2d** Business code (see instructions) 113310

**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. | 01/03/2014 | MIKE MAYFIELD |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 01/03/2014 | MIKE MAYFIELD |
| | **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** | 200 |
| **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** | 155 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 88 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 243 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 243 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 239 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 6 |
| **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 2J 2K 3D

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MENDO MILL & LUMBER CO.

**D** Employer Identification Number (EIN)
94-1577775

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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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)

E.I.P., INC. 680152268

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 | NONE | 12204 | 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 ☐ |

**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 |
|---|---|---|
| | | |
| **(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. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(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. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(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. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## Financial Transaction Schedules

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
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MENDO MILL & LUMBER CO.

**D** Employer Identification Number (EIN)
94-1577775

**Part I** **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| ☐ | BUCK J. SMITH<br>CITY OF WILLITS<br>WILLITIS, CA 95490 | SECURED NOTE RECEIVABLE 12% FORECLOSED APRIL 2013 |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| 121000 | 121000 | 0 | 121000 | 121000 | 3600 |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| ☐ | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| ☐ | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

| (a) | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
|---|---|---|
| | | |

| | Amount received during reporting year | | | Amount overdue | |
|---|---|---|---|---|---|
| (d) Original amount of loan | (e) Principal | (f) Interest | (g) Unpaid balance at end of year | (h) Principal | (i) Interest |
| | | | | | |

## Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

| (a) | (b) Identity of lessor/lessee | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |
|---|---|---|---|
| ☐ | | | |

| (e) Original cost | (f) Current value at time of lease | (g) Gross rental receipts during the plan year | (h) Expenses paid during the plan year | (i) Net receipts | (j) Amount in arrears |
|---|---|---|---|---|---|
| | | | | | |

## Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

| **(a)** Identity of party involved | **(b)** Relationship to plan, employer, or other party-in-interest | **(c)** Description of transaction including maturity date, rate of interest, collateral, par or maturity value | **(d)** Purchase price |
|---|---|---|---|
| | | | |

| **(e)** Selling price | **(f)** Lease rental | **(g)** Transaction expenses | **(h)** Cost of asset | **(i)** Current value of asset | **(j)** Net gain (or loss) on each transaction |
|---|---|---|---|---|---|
| | | | | | |

# 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
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MENDO MILL & LUMBER CO.

**D** Employer Identification Number (EIN)
94-1577775

## 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 | 66689 | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 34404 | 40000 |
| **(2)** Participant contributions | 1b(2) | | 10136 |
| **(3)** Other | 1b(3) | 37325 | 30308 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 740507 | 1065356 |
| **(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) | 1800320 | 2034168 |
| **(7)** Loans (other than to participants) | 1c(7) | 2428625 | 2157000 |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 5107870 | 5336968 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | 9011 | 46162 |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 9011 | 46162 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 5098859 | 5290806 |

## 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) | 96260 | |
| | **(B)** Participants | 2a(1)(B) | 235968 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 37102 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 369330 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 112024 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 112024 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(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) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 481354 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 250781 | |
| (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) | | 250781 |
| f Corrective distributions (see instructions) | 2f | | 26422 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 12204 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 12204 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 289407 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 191947 |
| 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)** [X] 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 [X] No

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

**(1)** Name: DILLWOOD BURKEL & MILLAR, LLP **(2)** EIN: 68-0456752

**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 | | 121000 |

| | | | 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 | | 1000000 |
| 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
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MENDO MILL & LUMBER CO.

**D** Employer Identification Number (EIN)
94-1577775

## 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): 68-0278979

**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):

# MENDO MILL PROFIT SHARING PLAN AND TRUST

**FINANCIAL STATEMENTS**
**AND**
**SUPPLEMENTAL SCHEDULES**
**DECEMBER 31, 2012**

Together with Report of Independent Auditors

# Mendo Mill Profit Sharing Plan and Trust
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DBM
CERTIFIED PUBLIC ACCOUNTANTS

DILLWOOD BURKEL & MILLAR, LLP

INDEPENDENT AUDITORS' REPORT

To the Trustees and Administrative Committee of
Mendo Mill Profit Sharing Plan and Trust
Ukiah, California

We have audited the accompanying financial statements of Mendo Mill Profit Sharing Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

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

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

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012, and the changes in net assets available for benefits for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Other Matter**

As part of our audit of the 2012 financial statements, we also audited the adjustments described in Note 3 that were applied to restate the 2011 financial statements. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the 2011 financial statements of the Plan other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2011 financial statements as a whole.

The financial statements of Mendo Mill Profit Sharing Plan and Trust as of December 31, 2011, before the restatement described in Note 3, were audited by another auditor who expressed an unmodified opinion on those statements on April 13, 2012.

**Report on Supplementary Information**

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of loans or fixed income obligations due in default or uncollectible at December 31, 2012 and assets (held at end of year) are presented for purposes of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Dillwood Bunkel & Millen LLP

Santa Rosa, California
October 15, 2013

# Mendo Mill Profit Sharing Plan and Trust

**Statements of Net Assets Available for Benefits**
**December 31, 2012 and 2011**

| | 2012 | 2011 (Restated) |
|---|---|---|
| **ASSETS** | | |
| **CASH AND CASH EQUIVALENTS** | $ 1,065,356 | $ 807,196 |
| **INVESTMENTS** | | |
| Deeds of trust receivable | 2,157,000 | 2,424,375 |
| Real estate | 2,034,168 | 1,800,320 |
| Total investment | 4,191,168 | 4,224,695 |
| **RECEIVABLES** | | |
| Interest | 30,308 | 41,575 |
| Employer's contribution | 40,000 | 25,000 |
| Participants' contributions | 10,136 | 9,404 |
| Total receivables | 80,444 | 75,979 |
| TOTAL ASSETS | 5,336,968 | 5,107,870 |
| **LIABILITIES** | | |
| Accounts payable and accrued liabilities | 46,162 | 19,899 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 5,290,806 | $ 5,087,971 |

*The accompanying notes are an integral part of this statement.*

# Mendo Mill Profit Sharing Plan and Trust

**Statement of Changes in Net Assets Available for Benefit**
**For the year ended December 31, 2012**

| | |
|---|---|
| **ADDITIONS** | |
| Investment income, net | $ 112,024 |
| Contributions | |
| Participant | 235,968 |
| Employer | 96,260 |
| Rollover | 37,102 |
| Total contributions | 369,330 |
| Total additions | 481,354 |
| **DEDUCTIONS** | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 250,781 |
| Corrective distributions | 15,534 |
| Administration expenses | 12,204 |
| Total deductions | 278,519 |
| **NET INCREASE** | 202,835 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | |
| Beginning of year | 5,087,971 |
| End of year | $ 5,290,806 |

*The accompanying notes are an integral part of this statement.*

## Note 1 Description of the Plan

The following description of Mendo Mill Profit Sharing Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

Mendo Mill Profit Sharing Plan and Trust (the "Plan") was established to provide certain benefits to the employees of Mendo Mill & Lumber Co., Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and subsequent amendments.

The Plan is sponsored by Mendo Mill & Lumber Co., Inc. (the "Sponsor" or the "Company"). The Plan is administered by Mendo Mill & Lumber Co. (the "Plan Administrator"). The Plan is a profit sharing plan, and also includes a 401(k) arrangement, under which participants may elect to have the Employer contribute a portion of their compensation to the Plan.

Transfers from Other Plans

On August 16, 1994, the Pension Plan of Mendo Mill Corporation was terminated and all assets were transferred to the current Plan. Such assets consisted of cash, marketable securities, and notes receivable.

During 2012, certain employees rolled over their retirement plan assets from an outside retirement plan in the amount of $37,102.

Participation

Employees over the age of 21 automatically become eligible to participate in the plan upon completion of one year of service, which period is defined as a twelve-month period in which an employee worked at least 1,000 hours for Mendo Mill & Lumber Co, Inc.

Contributions

Each year, participants may contribute from 2% to 10% of their pretax annual compensation, as defined by the Plan, subject to annual limitations imposed under the Internal Revenue Code. Participants may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company matches 100% of employee contributions up to 2% of each participant's compensation for the calendar year, as long as the participant completes the 1000 service hour requirement for the calendar year. The Company made total matching contributions in the amount of $56,260 for the year ended December 31, 2012.

**Note 1 Description of the Plan,** *continued*

Contributions, *continued*

The Company may make a discretionary profit sharing contribution, which amounted to $40,000 for 2012. Participants' shares in the Company's profit sharing contributions are subject to vesting terms discussed below.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contributions, and allocations of the Company's profit sharing contribution and investment earnings. The participant is entitled to the benefit from the vested account balance.

Vesting

Participants are immediately vested in their accounts with respect to participant contributions, eligible rollovers, company matching and earnings thereon under the 401(k) plan. Participants vest in Company profit sharing contributions and earnings thereon based upon the following schedule.

| Years of Service | Vested Percentage |
|---|---|
| Any service less than or equal to one year | None |
| Two years of service | 20% |
| Three years of service | 40% |
| Four years of service | 60% |
| Five years of service | 80% |
| Six years of service | 100% |

Participant Loans

This Plan does not make loans to participants and beneficiaries.

Payment of Benefits

Upon retirement, disability, death, or termination of service, a participant is eligible to receive a lump-sum amount equal to the value of the vested interest in his or her account. Installment payment options are also available. Other withdrawals from participants' account balances may be made under certain circumstances, as defined in the Plan document.

Forfeitures

Forfeitures from non-vested participant accounts are recorded as a deduction against future Plan administrative expenses. As of December 31, 2012 and 2011, all forfeited non-vested account balances had been recorded as offset to Plan administrative expenses. A total of $3,176 non-vested account balances were forfeited for the year ended December 31, 2012.

**Note 1 Description of the Plan,** *continued*

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions and completely terminate the Plan at any time subject to the provisions of ERISA.

Administrative Expenses

Fees associated with loan establishment and loan maintenance, legal fees incurred in connection with the administration of the collections of delinquent notes receivable, and other administrative expenses are paid by the Plan's participants. Investment expenses are offset against the related investment income. Fees paid by the Plan participants for administrative fees amounted to $12,204 for the year ended December 31, 2012.

**Note 2 Summary of Significant Accounting Policies**

Basis of Presentation

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with generally accepted accounting principles in the United States ("GAAP").

Cash and Cash Equivalents

The Plan considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents are held in demand accounts at banks. Cash balances may exceed the federally insured amounts during the year.

Investment Valuation

The Plan assets are invested primarily in private-party notes receivable collateralized by real estate properties. In the event of default, the Plan retains the collateral assets. The Plan initially records its investments in foreclosed real estate properties based on the outstanding debt balances. Additional investments in such properties are recorded to reflect expenditures incurred in connection with the maintenance of the properties and preparation for the sale of the properties. Such expenditures are treated as prepaid expenses. The Plan evaluates the value of its investments in such private-party notes receivable and foreclosed properties periodically based on formal and informal appraisals conducted by third-party appraisers. Impairment in the investments is recorded as investment loss in the year when the impairment is recognized. Total impairment in investment recorded during 2012 amounted to $45,167.

**Note 2 Summary of Significant Accounting Policies,** *continued*

Income Recognition

The Plan generates interest income from its investments in private-party notes receivable. Interest income is recorded when earned. In the event the notes become delinquent, it is the Plan's policy to fully reserve the outstanding interest receivable. The outstanding balances in the notes receivable and related interest receivable are presented net of allowance for uncollectable amounts.

The Plan also receives rental income on foreclosed real estate properties. The rental income is recorded when earned.

Net appreciation of the value on the foreclosed properties is recorded at the time of the completion of sale of the real estate properties, less all related costs to sell.

Participant Distributions

Benefits paid to participants are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could materially differ from those estimates.

Reclassification

Certain reclassifications have been made to the prior year's financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported changes in net assets available for benefits.

**Note 3 Prior Period Adjustment**

During the preparation of the financial statements for the year ended December 31, 2012, it was noted that the plan did not record or distribute an excess contribution made in 2011 until March 15, 2013. A prior period adjustment was recorded to correct the error. As a result, the following balances as of December 31, 2011 were restated:

| | Original Stated | Prior Period Adjustment | Restated |
|---|---|---|---|
| Accounts payable and accrued liabilities | $ 9,011 | $ 10,888 | $ 19,899 |
| Net assets available for benefits | 5,098,859 | (10,888) | 5,087,971 |

### Note 4 Investment Concentration

All investment information disclosed in the accompanying financial statements and schedule including investments held at December 31, 2012 and 2011, and net depreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the plan administrator.

The following investments represent 5% or more of the Plan's net assets at December 31:

| | 2012 | 2011 |
|---|---|---|
| Foreclosed property: Susanville | $ 748,980 | $ 716,496 |
| Private-party note receivable: Cristo de Iglesia | $ 500,000 | $ 500,000 |
| Private-party note receivable: Margrave | $ 461,000 | $ - |
| Private-party note receivable: Papadopoulos | $ 450,000 | $ 450,000 |
| Foreclosed property: Yuba City | $ 400,000 | $ 436,924 |
| Foreclosed property: Lodi | $ 399,298 | $ 394,878 |

### Note 5 Fair Value Measurements

Fair value of an investment is the amount that would be received from the sale of the investment in an orderly transaction between market participants at the measurement date. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1: Valuation based on quoted market prices in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2: Valuations based on pricing inputs that are other than quoted prices in active markets which are either directly or indirectly observable.

Level 3: Valuations are derived from other valuation methodologies, including pricing models, discounted cash flow models, and similar techniques.

The categorization of an investment within the hierarchy is based on the pricing transparency of the investment and does not necessarily correspond to the Plan's perceived risk of that investment.

**Note 5 Fair Value Measurements**, *continued*

The following table presents the Plan's financial assets that are measured at fair value on a recurring basis as of December 31, 2012:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Private-party notes receivable | $ - | $ 2,157,000 | $ - | $ 2,157,000 |
| Foreclosed real estate | - | 2,034,168 | - | 2,034,168 |
| Total investments | $ - | $ 4,191,168 | $ - | $ 4,191,168 |

The following table presents the Plan's financial assets that are measured at fair value on a recurring basis as of December 31, 2011:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Private-party notes receivable | $ - | $ 2,424,375 | $ - | $ 2,424,375 |
| Foreclosed real estate | - | 1,800,320 | - | 1,800,320 |
| Total investments | $ - | $ 4,224,695 | $ - | $ 4,224,695 |

**Note 6 Private-party Notes Receivable**

The private-party notes receivable held by the Plan as investments consist of the following at December 31,

| | 2012 | 2011 |
|---|---|---|
| Private-party note receivable collateralized by real estate property, bearing interest at 4.8% per annum, with monthly interest only payments in the amount of $2,000, and final principal and unpaid interest balances due on March 31, 2016. | $ 500,000 | $ 500,000 |
| Private-party note receivable collateralized by real estate property, bearing interest at 11.10% per annum, with monthly principal and interest installment payments in the amount of $4,264, and final principal and interest balance due on April 23, 2013. | 461,000 | - |
| Private-party note receivable collateralized by real estate property, bearing interest at 8% per annum, with interest payments due monthly, and final principal balance due on sale of the property. | 450,000 | 450,000 |

**Note 6 Private-party Notes Receivable,** *continued*

| | 2012 | 2011 |
|---|---|---|
| Private-party note receivable collateralized by real estate property, bearing interest at 12% per annum, with monthly payments in the amount of $2,500, and final principal balance due March 1, 2013. | $ 250,000 | $ 250,000 |
| Private-party corporate promissory notes receivable collateralized by personal properties, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due ranging from March 1, 2013 to September 1, 2016. | 225,000 | 309,375 |
| Private-party note receivable collateralized by real estate property, bearing interest at 10% per annum, with quarterly installment payments in the amount of $3,750, and final principal and unpaid interest balances originally due on November 1, 2005. The note was modified subsequent to December 31, 2012, with the extended final principal and unpaid interest due on July 1, 2014. | 150,000 | 150,000 |
| Private-party note receivable collateralized by real estate property, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances originally due on October 1, 2011. The note was foreclosed in April 2013 as described in Note 11. | 121,000 | 120,000 |
| Private-party notes receivable collateralized by real estate property, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances due on March 1, 2013. | - | 425,000 |
| Private-party note receivable collateralized by real estate property, bore interest at 12% per annum, with final principal and unpaid interest balances due on April 1, 2009. The note was foreclosed in 2012. | - | 220,000 |
| Total | $ 2,157,000 | $ 2,424,375 |

**Note 7 Foreclosed Real Estate Properties**

The foreclosed real estate properties held by the Plan as investments consist of the following at December 31,

| | 2012 | 2011 |
|---|---|---|
| Foreclosed real estate property situated in the City of Susanville, California. | $ 748,980 | $ 716,496 |
| Foreclosed real estate property located at 1365 Live Oak Boulevard, Yuba City, California. | 400,000 | 436,924 |
| Foreclosed real estate property located at 2 N Main Street, Lodi, California. | 399,298 | 394,878 |
| Foreclosed real estate property situated in Sonoma County. | 268,580 | 252,022 |
| Foreclosed real estate properties located at 1105-1111 N El Dorado Street, 33 E Magnolia Street, and 1118 N Center Street, Stockton, California. | 170,310 | - |
| Foreclosed real estate property located at 3330 Ash Street, Stockton, California. | 47,000 | - |
| Total | $ 2,034,168 | $ 1,800,320 |

**Note 8 Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated December 28, 1972, confirming compliance with applicable provisions of the Internal Revenue Code ("IRC"). Although the Plan has been subsequently amended since receiving the Letter of Determination, the Plan Administrator believes the Plan is currently designed and operated in compliance with the applicable provisions of the IRC.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require provision for income taxes in the accompanying financial statements.

**Note 9 Excess Contributions Payable**

Excess contributions payable represents amounts owed to participants who made excess contributions based on the compliance testing performed by the Plan's third-party record-keeper. The excess contributions payable balance as of December 31, 2012 was returned by the Plan to the participants on March 15, 2013.

**Note 10 Risks and Uncertainties**

A significant portion of the Plan's investments are in mortgage-backed securities. Such investments are exposed to considerable risks in the local real estate market. Because of the level of risk associated with these investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

**Note 11 Subsequent Events**

The Plan evaluated subsequent events from January 1, 2013 through October 15, 2013, the date which the financial statements were available to be issued, and determined that other than the following events, there were no material subsequent events that required recognition or additional disclosure in the accompanying financial statements and notes.

1. The Plan collected the remaining balance on two private-party notes receivable totaling $711,000 due in March and April 2013.

2. The Plan collected the remaining balance of $18,750 on a corporate promissory note receivable due on March 1, 2013.

3. The property collateralized for a private party note receivable in the amount of $121,000 as of December 31, 2012 was foreclosed on April 10, 2013. The property was sold to the Plan for $156,897, the amount of outstanding principal and interest at the time of the foreclosure.

# SUPPLEMENTAL SCHEDULES

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | | Cash and cash equivelants | | $ 1,065,356 |
| | | Interest receivable | | $ 30,308 |
| | | Employer contribution receivable | | $ 40,000 |
| | | Participants contributions receivable | | $ 10,136 |
| | Iglesia De Cristo Nuevo Pacto Sacramento, a California not-for-profit corporation | Private party note receivable collateralized by deed of trust of real property located at 9090 Fruitridge Road, Sacramento, California, bearing interest at 4.8% per annum, with monthly interest only payments in the amount of $2,000, and final principal and unpaid interest balances due on March 31, 2016. | | $ 500,000 |
| | Ernest M. Wipf, Eileen M. Wipf, and Steven L. Gomes | Private party note receivable collateralized by deed of trust of real property located at 461 Beltrami, Ukiah, California, bearing interest at 10% per annum, with quarterly installment payments in the amount of $3,750, and final principal and unpaid interest balances due on November 1, 2005. | | $ 150,000 |
| | Parley Investments LLC, John Margrave, Karen Margrave, and Michael Margrave | Private party note receivable collateralized by deed of trust of real property located at Lot 38 of Trace 6553, Lake Forest, California, bearing interest at 11.10% per annum, with monthly principal and interest installment payments in the amount of $4,264, and final principal and interest balance due on April 23, 2013. | | $ 461,000 |

*See accompanying independent auditors' report.*

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | Andreas A. Papadopoulos, Panagiota A. Papadopoulos, Anastasios A. Papadopoulos, and Konstantina A. Papadopoulos, all as joint tenants | Private party note receivable collateralized by deed of trust of real property located at 1300 Yosemite Blvd, Modesto, California, bearing interest at 10% per annum, with interest payments due monthly, and final principal balance due on sale of the property. | | $ 450,000 |
| | Paredes | Private party note receivable collateralized by deed of trust of real property, bearing interest at 12% per annum, with monthly payments in the amount of $2,500, and final principal balance due March 1, 2013. | | $ 250,000 |
| | Buck J Smith | Private party note receivable collateralized by deed of trust of real property located at various lots in the City of Willits, California, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances originally due on October 1, 2011. The note was foreclosed in April 2013. | | $ 121,000 |
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on September 1, 2016. | | $ 131,250 |
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on December 1, 2014. | | $ 75,000 |

*See accompanying independent auditors' report.*

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on March 1, 2013. | | $ 18,750 |
| | | Foreclosed real estate properties located at 1105-1111 N El Dorado Street, 33 E Magnolia Street, and 1118 N Center Street, Stockton, California. | $ 174,250 | $ 170,310 |
| | | Foreclosed real estate property located at 3330 Ash Street, Stockton, California. | $ 50,000 | $ 47,000 |
| | | Foreclosed real estate property situated in Sonoma County. | $ 318,021 | $ 268,580 |
| | | Foreclosed real estate property located at 1365 Live Oak Boulevard, Yuba City, California. | $ 350,000 | $ 400,000 |
| | | Foreclosed real estate property situated in the City of Susanville, California. | $ 550,000 | $ 748,980 |
| | | Foreclosed real estate property located at 2 N Main Street, Lodi, California. | $ 337,000 | $ 399,298 |
| | | | | $ 5,336,968 |

*See accompanying independent auditors' report.*

# Mendo Mill Profit Sharing Plan and Trust

**Schedule G, Part I - Loans or Fixed Income Obligations in Default or Classified as Uncollectible**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (a) | (b) Identity and address of obligor | (c) Original amount of loan | Amount received during (d) Principal | Amount received during (e) Interest | (f) Unpaid balance at end of year | (g) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the | Amount overdue (h) Principal | Amount overdue (i) Interest |
|---|---|---|---|---|---|---|---|---|
| | Buck J Smith | $ 121,000 | $ 121,000 | $ - | $ 121,000 | Secured note receivable collateralized by deed of trust of real property located at various lots in the City of Willits, California, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances originally due on October 1, 2011. The note was foreclosed in April 2013. | $ 121,000 | $ 3,600 |

*See accompanying independent auditors' report.*

| Form 5500 | Annual Return/Report of Employee Benefit Plan | OMB Nos. 1210-0110<br>1210-0089 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>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).<br>► Complete all entries in accordance with the instructions to the Form 5500. | 2012<br>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: [ ] Form 5558; [ ] automatic extension; [ ] the DFVC program; [ ] special extension (enter description)

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

1a Name of plan
MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 12/28/1972

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

MENDO MILL & LUMBER CO.

1870 NORTH STATE STREET

US UKIAH CA 95482

2b Employer Identification Number (EIN) 94-1577775

2c Sponsor's telephone number (707) 462-4244

2d Business code (see instructions) 113310

[redacted]

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 | Signature of plan administrator | 12/30/13<br>Date | Mike Mayfield<br>Enter name of individual signing as plan administrator |
| SIGN HERE | Signature of employer/plan sponsor | 12/30/13<br>Date | Mike Mayfield<br>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)

[redacted]

| | | |
|---|---|---|
| **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** | 200 |
| **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** | 155 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 88 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 243 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 243 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 239 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 6 |
| **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 2J 2K 3D

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

| **9a** Plan funding arrangement (check all that apply) | **9b** Plan benefit arrangement (check all that apply) |
|---|---|
| (1) [ ] 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 | **b** General Schedules |
|---|---|
| (1) [X] **R** (Retirement Plan Information) | (1) [X] **H** (Financial Information) |
| (2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) [ ] **I** (Financial Information - Small Plan) |
| | (3) [ ] **A** (Insurance Information) |
| | (4) [X] **C** (Service Provider Information) |
| (3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (5) [ ] **D** (DFE/Participating Plan Information) |
| | (6) [X] **G** (Financial Transaction Schedules) |

# Mendo Mill Profit Sharing Plan and Trust

**Schedule G, Part I - Loans or Fixed Income Obligations in Default or Classified as Uncollectible**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| | | | Amount received during | | | | Amount overdue | |
|---|---|---|---|---|---|---|---|---|
| (a) | (b) Identity and address of obligor | (c) Original amount of loan | (d) Principal | (e) Interest | (f) Unpaid balance at end of year | (g) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the | (h) Principal | (i) Interest |
| | Buck J Smith | $ 121,000 | $ 121,000 | $ - | $ 121,000 | Secured note receivable collateralized by deed of trust of real property located at various lots in the City of Willits, California, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances originally due on October 1, 2011. The note was foreclosed in April 2013. | $ 121,000 | $ 3,600 |

# 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
**MENDO MILL & LUMBER CO. PROFIT SHARING PLAN AND TRUST**

Employer Identification Number
**94-1577775**

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 |
|---|---|---|---|---|
| | Iglesia De Cristo Nuevo Pacto | Note 4.8% due 3/31/16 | 500,000 | 500,000 |
| | Wipf, Wipf and Gomes | Real Estate | 150,000 | 150,000 |
| | Parley Investments, Margrave | Note 11.1% due 4/23/2013 | 461,000 | 461,000 |
| | Papadopoulos | Real Estate | 450,000 | 450,000 |
| | Paredes | Note 12% due 03/01/2013 | 250,000 | 250,000 |
| | Buck J. Smith | Real Estate | 121,000 | 121,000 |
| | Warren Equipment Finance, Inc. | Note 10.75% due 09/01/2016 | 131,250 | 131,250 |
| | Warren Equipment Finance Inc. | Note 10.75% due 12/01/2014 | 75,000 | 75,000 |
| | Warren Equipment Finance Inc. | Note 10.75% due 03/01/2013 | 18,750 | 18,750 |
| | Smith | Note 12% due October 2011 | 121,000 | 121,000 |
| | Warren Capital | Note 10.75% due 2014 | 131,250 | 131,250 |
| | Warren Capital | Note 10.75% due 2016 | 75,000 | 75,000 |
| | Warren Capital | Note 10.75% due 2013 | 18,750 | 18,750 |
| | Ash Street, Stockton | Real Estate | 50,000 | 47,000 |
| | Stockton, CA | Real Estate | 170,310 | 170,310 |
| | Sonoma County | Real Estate | 151,551 | 151,551 |
| | Sonoma County | Real Estate | 117,029 | 117,029 |
| | Yuba City | Real Estate | 442,167 | 400,000 |
| | Susanville | Real Estate | 748,980 | 748,980 |
| | Lodi, Ca | Real Estate | 399,298 | 399,298 |

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | | Cash and cash equivelants | | $ 1,065,356 |
| | | Interest receivable | | $ 30,308 |
| | | Employer contribution receivable | | $ 40,000 |
| | | Participants contributions receivable | | $ 10,136 |
| | Iglesia De Cristo Nuevo Pacto Sacramento, a California not-for-profit corporation | Private party note receivable collateralized by deed of trust of real property located at 9090 Fruitridge Road, Sacramento, California, bearing interest at 4.8% per annum, with monthly interest only payments in the amount of $2,000, and final principal and unpaid interest balances due on March 31, 2016. | | $ 500,000 |
| | Ernest M. Wipf, Eileen M. Wipf, and Steven L. Gomes | Private party note receivable collateralized by deed of trust of real property located at 461 Beltrami, Ukiah, California, bearing interest at 10% per annum, with quarterly installment payments in the amount of $3,750, and final principal and unpaid interest balances due on November 1, 2005. | | $ 150,000 |
| | Parley Investments LLC, John Margrave, Karen Margrave, and Michael Margrave | Private party note receivable collateralized by deed of trust of real property located at Lot 38 of Trace 6553, Lake Forest, California, bearing interest at 11.10% per annum, with monthly principal and interest installment payments in the amount of $4,264, and final principal and interest balance due on April 23, 2013. | | $ 461,000 |

*See accompanying independent auditors' report.*

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | Andreas A. Papadopoulos, Panagiota A. Papadopoulos, Anastasios A. Papadopoulos, and Konstantina A. Papadopoulos, all as joint tenants | Private party note receivable collateralized by deed of trust of real property located at 1300 Yosemite Blvd, Modesto, California, bearing interest at 10% per annum, with interest payments due monthly, and final principal balance due on sale of the property. | | $ 450,000 |
| | Paredes | Private party note receivable collateralized by deed of trust of real property, bearing interest at 12% per annum, with monthly payments in the amount of $2,500, and final principal balance due March 1, 2013. | | $ 250,000 |
| | Buck J Smith | Private party note receivable collateralized by deed of trust of real property located at various lots in the City of Willits, California, bearing interest at 12% per annum, with monthly interest only payments due on the first day of the month, and final principal and unpaid interest balances originally due on October 1, 2011. The note was foreclosed in April 2013. | | $ 121,000 |
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on September 1, 2016. | | $ 131,250 |
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on December 1, 2014. | | $ 75,000 |

*See accompanying independent auditors' report.*

# Mendo Mill Profit Sharing Plan and Trust

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**
**December 31, 2012**
**Employee Identification Number: 94-1577775**
**Plan Number: 001**
**Form: 5500**

| (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 |
|---|---|---|---|---|
| | Warren Equipment Finance, Inc. | Corporate promissory note receivable collateralized by personal properties owned by the borrower, bearing interest at 10.75% per annum, with installment payments due quarterly, and final principal and interest balance due on March 1, 2013. | | $ 18,750 |
| | | Foreclosed real estate properties located at 1105-1111 N El Dorado Street, 33 E Magnolia Street, and 1118 N Center Street, Stockton, California. | $ 174,250 | $ 170,310 |
| | | Foreclosed real estate property located at 3330 Ash Street, Stockton, California. | $ 50,000 | $ 47,000 |
| | | Foreclosed real estate property situated in Sonoma County. | $ 318,021 | $ 268,580 |
| | | Foreclosed real estate property located at 1365 Live Oak Boulevard, Yuba City, California. | $ 350,000 | $ 400,000 |
| | | Foreclosed real estate property situated in the City of Susanville, California. | $ 550,000 | $ 748,980 |
| | | Foreclosed real estate property located at 2 N Main Street, Lodi, California. | $ 337,000 | $ 399,298 |
| | | | | $ 5,336,968 |