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 04/01/2012 and ending 03/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FLEENOR PAPER COMPANY WEST 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2001

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

FLEENOR COMPANY, INC.

2225 HARBOR BAY PARKWAY
ALAMEDA, CA 94502

2b Employer Identification Number (EIN)
94-2616973

2c Sponsor's telephone number
510-769-8321

2d Business code (see instructions)
322200

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.	04/14/2014	REBECCA FLEENOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	115
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**	105
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	4
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	109
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	109
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	72
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013

A Name of plan
FLEENOR PAPER COMPANY WEST 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEENOR COMPANY, INC.

D Employer Identification Number (EIN)
94-2616973

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY U.S.A.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	79254	92	04/01/2011	03/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
10650	9013

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

SECURIAN FINANCIAL SERVICES
400 ROBERT ST. N.
ST. PAUL, MN 55101

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10650			7

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

FLYNN, SHOJINAGA & ASSOCIATES, INC.
1320 HARBOR BAY PARKWAY, SUITE 210
ALAMEDA, CA 94502

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	9013	TPA FEE	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	2639608

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 04/01/2012 and ending 03/31/2013

A Name of plan
FLEENOR PAPER COMPANY WEST 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FLEENOR COMPANY, INC.

D Employer Identification Number (EIN)
94-2616973

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	141087

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	170830

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	409784

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	817017

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	132941

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	11524

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	23887

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13505
a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6170
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12817
a Name of MTIA, CCT, PSA, or 103-12 IE: EURO PACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26810
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26789
a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64317
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53117
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26840
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39988
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78746

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40775

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9494

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48742

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14210

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67095

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57986

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108350

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE I (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information—Small Plan

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 04/01/2012 and ending 03/31/2013

A Name of plan
FLEENOR PAPER COMPANY WEST 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEENOR COMPANY, INC.

D Employer Identification Number (EIN)
94-2616973

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.**

			(a) Beginning of Year	**(b)** End of Year
1	**Plan Assets and Liabilities:**			
a	Total plan assets	**1a**	2462378	2783854
b	Total plan liabilities	**1b**	0	316
c	Net plan assets (subtract line 1b from line 1a)	**1c**	2462378	2783538
2	**Income, Expenses, and Transfers for this Plan Year:**		**(a)** Amount	**(b)** Total
a	Contributions received or receivable:			
	(1) Employers	**2a(1)**	79503	
	(2) Participants	**2a(2)**	123761	
	(3) Others (including rollovers)	**2a(3)**	4899	
b	Noncash contributions	**2b**	0	
c	Other income	**2c**	216437	
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	**2d**		424600
e	Benefits paid (including direct rollovers)	**2e**	95295	
f	Corrective distributions (see instructions)	**2f**	0	
g	Certain deemed distributions of participant loans (see instructions)	**2g**	0	
h	Administrative service providers (salaries, fees, and commissions)	**2h**	560	
i	Other expenses	**2i**	7585	
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	**2j**		103440
k	Net income (loss) (subtract line 2j from line 2d)	**2k**		321160
l	Transfers to (from) the plan (see instructions)	**2l**		

3 **Specific Assets:** If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

			Yes	**No**	**Amount**
a	Partnership/joint venture interests	**3a**		X	
b	Employer real property	**3b**		X	
c	Real estate (other than employer real property)	**3c**		X	
d	Employer securities	**3d**		X	
e	Participant loans	**3e**	X		132503

		Yes	No	Amount
3f Loans (other than to participants)	3f		X	
g Tangible personal property	3g		X	

Part II Compliance Questions

4 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 plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d		X	
e Was the plan covered by a fidelity bond?	4e	X		200000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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 at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i		X	
j Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j		X	
k Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	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 III 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 04/01/2012 and ending 03/31/2013

A Name of plan
FLEENOR PAPER COMPANY WEST 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEENOR COMPANY, INC.

D Employer Identification Number (EIN)
94-2616973

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): 01-0233346

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):

John Hancock

STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
Retirement Living through 2050	$ 66007936.69	.000000	$ 0.00
Retirement Living through 2045	$ 527047866.97	.000000	$ 0.00
Retirement Living through 2040	$ 524538556.92	.000000	$ 0.00
Retirement Living through 2035	$ 683977908.58	.000000	$ 0.00
Retirement Living through 2030	$ 855293303.66	.000000	$ 0.00
Retirement Living through 2025	$ 980417742.41	.000000	$ 0.00
Retirement Living through 2020	$ 890640494.83	.000000	$ 0.00
Retirement Living through 2015	$ 561748227.34	.000000	$ 0.00
Retirement Living through 2010	$ 362679570.74	.000000	$ 0.00
Retirement Choices at 2050	$ 121306313.50	.000000	$ 0.00
Retirement Choices at 2045	$ 215573710.18	.000000	$ 0.00
Retirement Choices at 2040	$ 293774476.58	.000000	$ 0.00
Retirement Choices at 2035	$ 435302566.07	.000000	$ 0.00
Retirement Choices at 2030	$ 556408982.27	.000000	$ 0.00
Retirement Choices at 2025	$ 648033469.41	.000000	$ 0.00
Retirement Choices at 2020	$ 572124713.33	.000000	$ 0.00
Retirement Choices at 2015	$ 340801796.39	.000000	$ 0.00
Retirement Choices at 2010	$ 224194602.29	.000000	$ 0.00
Lifestyle Aggressive	$ 3262992109.26	8660.510371	$ 132941.02
Lifestyle Growth	$ 9741959258.64	49441.038616	$ 817016.89
Lifestyle Balanced	$ 10529844943.52	23996.450194	$ 409784.41
Lifestyle Moderate	$ 3261914224.70	9924.839493	$ 170830.35
Lifestyle Conservative	$ 2967413402.57	7937.465765	$ 141087.44
Russell Equity Growth	$ 38470433.12	.000000	$ 0.00
Russell Growth	$ 115639698.61	.000000	$ 0.00
Russell Balanced	$ 130305056.85	.000000	$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2012
Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
Russell Moderate	$ 29663037.44	.000000	$ 0.00
Russell Conservative	$ 21478784.26	.000000	$ 0.00
Fidelity Advisor Gold Fund	$ 107681877.22	.000000	$ 0.00
Real Est. Securities Fund	$ 504834023.80	.000000	$ 0.00
Natural Resources Fund	$ 141678023.88	.000000	$ 0.00
DFA Emerging Markets Value	$ 258022835.26	274.498968	$ 11523.58
Royce Opportunity	$ 133972727.39	.000000	$ 0.00
Intl Small Cap Fund	$ 101112789.45	.000000	$ 0.00
Fidelity Adv Leveraged Co Stk	$ 32752393.61	.000000	$ 0.00
Oppenheimer Developing Mkt	$ 719845861.37	.000000	$ 0.00
PIMCO Commodity Real Return	$ 11305677.39	.000000	$ 0.00
Energy	$ 486696506.97	.000000	$ 0.00
Dodge & Cox International St	$ 15047706.15	.000000	$ 0.00
Keeley Small Cap Value	$ 26334923.44	.000000	$ 0.00
DFA International Value	$ 76076562.67	1238.443919	$ 23887.13
Aberdeen International Equity	$ 949.78	.000000	$ 0.00
SSgA Mid Growth Index Fund	$ 32617269.04	.000000	$ 0.00
International Value Fund	$ 229578700.58	.000000	$ 0.00
DFA US Targeted Value Fund	$ 29254189.28	.000000	$ 0.00
Mid Cap Stock Fund	$ 284477707.93	.000000	$ 0.00
T. Rowe Price Sci & Tech	$ 283676896.32	.000000	$ 0.00
Columbia Value & Restructuring	$ 0.00	.000000	$ 0.00
DFA U.S. Small Cap Fund	$ 121565146.32	528.411808	$ 13505.37
Small Cap Growth Index	$ 247576773.62	.000000	$ 0.00
Intl Equity Index Fund	$ 200284513.62	.000000	$ 0.00
International Core Fund	$ 34509700.51	.000000	$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
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FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
SMALLCAP World Fund	$ 31742525.13	.000000	$ 0.00
New World Fund	$ 42860861.53	.000000	$ 0.00
Science & Technology Fund	$ 167917283.33	368.819952	$ 6169.78
Financial Services Fund	$ 78405682.66	.000000	$ 0.00
Small Cap Index Fund	$ 169045499.96	.000000	$ 0.00
American Century Heritage	$ 235607960.35	571.158465	$ 12817.34
John Hancock Intl Growth	$ 9769166.95	.000000	$ 0.00
Explorer	$ 45807715.28	.000000	$ 0.00
Small Cap Growth Fund	$ 76666586.77	.000000	$ 0.00
Inv Small Cap Growth	$ 133711681.83	.000000	$ 0.00
Oppenheimer Intl Growth Fund	$ 70236921.74	.000000	$ 0.00
EuroPacific Growth Fund	$ 720830555.93	549.000721	$ 26809.76
Franklin Small-Mid Growth	$ 150573884.31	.000000	$ 0.00
Pru Jennison 20/20 Focus Fund	$ 50611462.83	.000000	$ 0.00
Legg Mason ClearBr Agg Growth	$ 134212912.61	.000000	$ 0.00
Turner Large Growth Fund	$ 2081421.29	.000000	$ 0.00
Thornburg International Value	$ 37080394.56	.000000	$ 0.00
International Growth Fund	$ 50729839.16	.000000	$ 0.00
Brandywine Blue Fund	$ 0.00	.000000	$ 0.00
T. Rowe Price Health Sci	$ 465252211.09	.000000	$ 0.00
Small Cap Opportunities Fund	$ 50203641.95	1092.697395	$ 26789.30
SSgA Mid Value Index Fund	$ 29566043.10	.000000	$ 0.00
Aston/Fairpointe Mid Cap Fund	$ 18808598.60	.000000	$ 0.00
Small Company Value Fund	$ 104652083.11	.000000	$ 0.00
Small Cap Value Index	$ 47362555.33	.000000	$ 0.00
Royce Pennsylvania Mutual Fund	$ 4438289.83	.000000	$ 0.00

*Assets = Liabilities

John Hancock

STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
Columbia Mid Cap Value	$ 63444093.07	6484.574494	$ 64317.11
Small Cap Value Fund	$ 254853850.98	.000000	$ 0.00
Blue Chip Growth Fund	$ 577189305.13	2203.978382	$ 53116.78
Value Fund	$ 280155332.78	.000000	$ 0.00
Mid Cap Index Fund	$ 381279411.70	1085.396335	$ 26839.60
Franklin Balance Sheet	$ 0.00	.000000	$ 0.00
T. Rowe Price Sml Cap Val	$ 177881043.44	.000000	$ 0.00
Oppenheimer Global	$ 205911426.33	503.516009	$ 39988.21
JH Disciplined Value Mid Cap	$ 1463107.74	.000000	$ 0.00
Lord Abbett Value Opps Fund	$ 22693514.22	.000000	$ 0.00
Fundamental All Cap Core Fund	$ 129575110.11	.000000	$ 0.00
Mid Value Fund	$ 195972295.96	.000000	$ 0.00
Capital World Growth & Income	$ 104004387.62	.000000	$ 0.00
Capital Appreciation Fund	$ 402506839.15	.000000	$ 0.00
Templeton World	$ 128494296.50	.000000	$ 0.00
Domini Social Equity	$ 63418095.40	.000000	$ 0.00
All Cap Core Fund	$ 17607568.43	.000000	$ 0.00
John Hancock Rainier Grow	$ 2777105.83	.000000	$ 0.00
All Cap Value Fund	$ 88720636.06	.000000	$ 0.00
JPM MidCap Value Fund	$ 271691515.79	.000000	$ 0.00
New Perspective Fund	$ 51605824.28	.000000	$ 0.00
Pru Jennison Mid Growth Fund	$ 79328747.23	.000000	$ 0.00
Fundamental Investors	$ 172099640.29	.000000	$ 0.00
Utilities Fund	$ 105837155.03	.000000	$ 0.00
MFS Utilities	$ 238329675.07	.000000	$ 0.00
Total Stock Market Index Fund	$ 263368734.64	.000000	$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
JPMorgan Large Cap Growth	$ 5527482.18	.000000	$ 0.00
Victory Diversified Stock	$ 10385728.49	.000000	$ 0.00
John Hancock Disciplined Value	$ 325464578.98	.000000	$ 0.00
Growth Index Fund	$ 99574777.43	.000000	$ 0.00
The Growth Fund of America	$ 787513229.20	2159.279136	$ 78746.31
Eaton Vance Large-Cap Value	$ 42023739.97	.000000	$ 0.00
Fidelity ContraFund	$ 403398752.47	.000000	$ 0.00
Fidelity Adv New Insights	$ 71548436.23	.000000	$ 0.00
Mass Investors Fund	$ 39043853.55	.000000	$ 0.00
Dodge & Cox Stock Fund	$ 16761282.49	.000000	$ 0.00
Equity Income Fund	$ 269144869.59	.000000	$ 0.00
Fundamental Large Cap Value	$ 65664225.43	.000000	$ 0.00
Davis New York Venture	$ 507337196.54	.000000	$ 0.00
T. Rowe Price Equity Inc	$ 482076951.99	.000000	$ 0.00
Columbia Equity Value	$ 8192091.35	.000000	$ 0.00
Value Index Fund	$ 51485461.13	.000000	$ 0.00
BlackRock Basic Value	$ 12493696.60	.000000	$ 0.00
500 Index Fund	$ 1044330916.29	.000000	$ 0.00
Mutual Beacon	$ 331377676.46	.000000	$ 0.00
FT Founding Allocation	$ 22980147.47	.000000	$ 0.00
Washington Mutual Investors	$ 276579564.51	.000000	$ 0.00
Investment Company of America	$ 212105727.98	1149.789431	$ 40775.47
Parnassus Equity Income	$ 77607605.81	.000000	$ 0.00
U.S. Equity Fund	$ 43285455.92	.000000	$ 0.00
Ivy Asset Strategy Fund	$ 158699364.45	.000000	$ 0.00
T. Rowe Price Cap Appreciation	$ 35032674.71	.000000	$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
Capital Income Builder	$ 47699541.15	.000000	$ 0.00
Pax World Balanced Fund	$ 1721989.88	.000000	$ 0.00
Income Fund of America	$ 52244503.59	.000000	$ 0.00
Core Global Diversification	$ 28678160.94	.000000	$ 0.00
American Balanced Fund	$ 545948790.71	407.059234	$ 9494.30
BlackRock Global Allocation	$ 354905454.41	.000000	$ 0.00
PIMCO All Asset	$ 217523446.62	.000000	$ 0.00
PIMCO All Asset All Authority	$ 3058818.72	.000000	$ 0.00
Mutual Global Discovery	$ 368017602.51	1385.634383	$ 48741.54
Core Diversified Grwth & Inc	$ 24617338.21	.000000	$ 0.00
Core Fundamental Holdings	$ 12280566.77	.000000	$ 0.00
Managers AMG FQ Global Alt	$ 5048973.60	.000000	$ 0.00
Alternative Asset Allocation	$ 4570813.61	.000000	$ 0.00
MFS Emerging Markets Debt	$ 838616.57	.000000	$ 0.00
High Yield Fund	$ 380533638.09	896.580403	$ 14210.18
U.S. High Yield Bond Fund	$ 96586192.19	.000000	$ 0.00
American High-Income Fund	$ 52482498.95	.000000	$ 0.00
Federated High Yield Bond	$ 33125302.69	.000000	$ 0.00
Floating Rate Income Fund	$ 1973644.80	.000000	$ 0.00
Global Bond Fund	$ 85984500.66	.000000	$ 0.00
Real Return Bond Fund	$ 163033963.68	.000000	$ 0.00
PIMCO Global Bond	$ 210336610.49	.000000	$ 0.00
Oppenheimer Intl Bond	$ 109205402.46	.000000	$ 0.00
DFA Inflation-Protected Sec	$ 41119404.71	.000000	$ 0.00
PIMCO Real Return	$ 437380823.81	4100.779679	$ 67094.81
Templeton Global Bond Fund	$ 84603099.55	.000000	$ 0.00

*Assets = Liabilities

John Hancock

STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 79254 THE TRUSTEES OF FLEENOR PAPER COMPANY
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2012

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF FLEENOR PAPER COMPANY 401(K) PLAN Total No of Units	Total Value
Capital World Bond Fund	$ 17495736.83	.000000	$ 0.00
T. Rowe Price Spectrum Inc	$ 239085581.69	.000000	$ 0.00
Payden/Kravitz Cash Balance	$ 3347946.53	.000000	$ 0.00
Strategic Income Opp Fund	$ 269342101.41	.000000	$ 0.00
Active Bond Fund	$ 69324177.89	.000000	$ 0.00
The Bond Fund of America	$ 0.00	.000000	$ 0.00
Investment Qual Bond Fund	$ 76286858.51	.000000	$ 0.00
Total Return Fund	$ 396118722.73	.000000	$ 0.00
Core Bond Fund	$ 81662428.36	.000000	$ 0.00
PIMCO Total Return	$ 1589419842.53	3666.179255	$ 57985.62
Total Bond Market Fund	$ 118947817.02	.000000	$ 0.00
US Government Securities	$ 78451840.50	.000000	$ 0.00
T. Rowe Price Short Term Bond	$ 26461586.14	.000000	$ 0.00
Short-Term Federal	$ 456316394.92	.000000	$ 0.00
Money Market Fund	$ 2212460255.64	10622.566648	$ 108350.49
John Hancock Stable Val	$ 1965363307.45	.000000	$ 0.00

*Assets = Liabilities

I hereby certify that this statement, given pursuant to 29 CFR 2520.103-5(c), is complete and accurate.

Peter Gordon
President, Retirement Plan Services

Production Date(R): MAR/28/2013