

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>07/01/2012</u> and ending <u>06/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SPRINGS TRANSIT COMPANY EMPLOYEES RETIREMENT AND DISABILITY PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>008</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1950</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>008</u>	1c Effective date of plan <u>07/01/1950</u>	
1b Three-digit plan number (PN) ▶	<u>008</u>				
1c Effective date of plan <u>07/01/1950</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FIRST GROUP AMERICA, INC.</u> <u>600 VINE STREET - SUITE 1400</u> <u>CINCINNATI, OH 45202-2426</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-2205403</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-684-8846</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>485110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-2205403</u>	2c Sponsor's telephone number <u>513-684-8846</u>	2d Business code (see instructions) <u>485110</u>	
2b Employer Identification Number (EIN) <u>52-2205403</u>					
2c Sponsor's telephone number <u>513-684-8846</u>					
2d Business code (see instructions) <u>485110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>04/15/2014</u> Date	<u>FRANK GOTTSCHALL</u> 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) <u>BOB J. BOLIN, FSA, MAAA, EA</u> <u>DAILYACCESS CORP.</u> <u>4131 N. CENTRAL EXPY, SUITE 1100</u> <u>DALLAS, TX 75204</u>			Preparer's telephone number (optional) <u>214-443-2470</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address FIRST GROUP AMERICA 600 VINE STREET - SUITE 1400 CINCINNATI, OH 45202-2426		3b Administrator's EIN 52-2205403
		3c Administrator's telephone number 719-385-7402
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		5 199
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	109
c Other retired or separated participants entitled to future benefits.....	6c	79
d Subtotal. Add lines 6a , 6b , and 6c	6d	188
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	195
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>SPRINGS TRANSIT COMPANY EMPLOYEES RETIREMENT AND DISABILITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FIRST GROUP AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>52-2205403</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>7336621</u>
b Actuarial value	2b <u>7235503</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>109</u> <u>7612944</u>
b For terminated vested participants.....	3b <u>90</u> <u>1750908</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>0</u>
(2) Vested benefits.....	3c(2) <u>0</u>
(3) Total active	3c(3) <u>0</u>
d Total	3d <u>199</u> <u>9363852</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.06 %</u>
6 Target normal cost.....	6 <u>101000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>03/27/2014</u>
Signature of actuary		Date
<u>BOB J. BOLIN, FSA, MAAA, EA</u>		<u>11-01547</u>
Type or print name of actuary		Most recent enrollment number
<u>DAILYACCESS CORPORATION</u>		<u>214-443-2470</u>
Firm name		Telephone number (including area code)
<u>4131 N. CENTRAL EXPRESSWAY</u> <u>SUITE 1100</u> <u>DALLAS, TX 75204</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 5.62% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	77.27 %
15	Adjusted funding target attainment percentage	15	77.27 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	62.84 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	230000	0			
07/09/2013	230000	0			
09/24/2013	5000000	0			
			Totals ►	18(b)	5460000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	676889
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4286864
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 1
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	676889
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	676889
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	101000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	2128349		595473
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	696473	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	696473	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4286864	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3590391	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

A Name of plan SPRINGS TRANSIT COMPANY EMPLOYEES RETIREMENT AND DISABILITY PLAN	B Three-digit plan number (PN) ▶ 008
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST GROUP AMERICA, INC.	D Employer Identification Number (EIN) 52-2205403

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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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

ROTHGERBER, JOHNSON & LYONS, LLP

84-0423812

(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?
22	NONE	347576	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SMITH BARNEY CORPORATE TRUST CO.

13-3124172

(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?
15	NONE	79386	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DAILYACCESS CORPORATION

63-1156117

(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?
11	NONE	12600	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)

TOWERS WATSON PENNSYLVANIA

23-1159360

(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?
11	NONE	3032	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CAVE, BRYAN, LLP

43-0602162

(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?
22	NONE	1140	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

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 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
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013		
A Name of plan SPRINGS TRANSIT COMPANY EMPLOYEES RETIREMENT AND DISABILITY PLAN	B Three-digit plan number (PN) ►	008
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST GROUP AMERICA, INC.	D Employer Identification Number (EIN) 52-2205403	

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	538	2372
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	620000	5230000
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	5210	2449
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	130046	169632
(2) U.S. Government securities.....	1c(2)	1383263	850853
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	1135	3344
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	2691269	2998988
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1799236	1955342
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	705924	775031

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	7336621	11988011

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7336621	11988011
---	-----------	---------	----------

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)	5460000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5460000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	49730	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		49730
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	145750	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		145750
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5983773	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5882674	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		101099
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	164206	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		164206

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		5920785

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	783239	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		783239
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	365020	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	79386	
(4) Other	2i(4)	41750	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		486156
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1269395

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4651390
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☐ Yes ☒ No

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

(1) Name: PLANTE MORAN

(2) EIN: 38-1357951

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

A Name of plan <u>SPRINGS TRANSIT COMPANY EMPLOYEES RETIREMENT AND DISABILITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIRST GROUP AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>52-2205403</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____		
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	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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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
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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): _____

Springs Transit Company Employee's Retirement and Disability Plan

**Financial Report
June 30, 2013**

Springs Transit Company Employee's Retirement and Disability Plan

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Independent Auditor's Report

To the Plan Administrator
Springs Transit Company
Employee's Retirement and Disability Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Springs Transit Company Employee's Retirement and Disability Plan (the "Plan"), which comprise the statement of net assets available for benefits as of June 30, 2013 and 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 the 2013 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 entity'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 entity'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 on the 2013 financial statements.

To the Plan Administrator
Springs Transit Company
Employee's Retirement and Disability Plan

Opinion

In our opinion, the 2013 financial statements referred to above, of Springs Transit Company Employee's Retirement and Disability Plan, present fairly, in all material respects, the net assets of the Plan as of June 30, 2013 and the changes in net assets for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Subsequent Event - Plan Termination

As further discussed in Note 8 to the financial statements, the Plan sponsor of Springs Transit Company Employee's Retirement and Disability Plan voted to terminate the Plan effective December 31, 2013.

Report on Supplemental Information

Our audit of the Plan's financial statements as of and for the year ended June 30, 2013 was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held at end of year as of June 30, 2013 and reportable transactions for the year ended June 30, 2013 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Report on Prior Year Financial Statements

The 2012 financial statements of Springs Transit Company Employee's Retirement and Disability Plan as of and for the year ended June 30, 2012 were audited by other auditors, whose report dated April 15, 2013, expressed an unqualified opinion on those statements.

Plante & Moran, PLLC

Cincinnati, Ohio
April 10, 2014

Springs Transit Company Employee's Retirement and Disability Plan

Statement of Net Assets Available for Benefits

	<u>June 30, 2013</u>	<u>June 30, 2012</u>
Assets		
Investments:		
Money market funds	\$ 169,632	\$ 130,046
Mutual funds	1,955,342	1,799,236
U.S. government securities	850,853	1,383,263
Corporate stocks	2,998,988	2,691,269
Corporate bonds	3,344	1,135
Futures and commodities fund	286,134	303,632
Multi-strategy hedge fund	<u>488,897</u>	<u>402,292</u>
Total investments	6,753,190	6,710,873
Contributions receivable (Note 7)	5,230,000	620,000
Accrued income	2,449	5,210
Cash	<u>2,372</u>	<u>538</u>
Net Assets Available for Benefits	<u>\$ 11,988,011</u>	<u>\$ 7,336,621</u>

Springs Transit Company Employee's Retirement and Disability Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended	
	June 30, 2013	June 30, 2012
Additions to Net Assets		
Company contributions	\$ 5,460,000	\$ 794,781
Investment income:		
Interest and dividends	195,480	183,142
Net realized and unrealized (losses) gains on investments:		
Mutual funds	(74,323)	(38,178)
U.S. government securities	(19,339)	61,775
Corporate stocks	287,474	(96,835)
Corporate bonds	2,386	564
Futures and commodities fund	(17,498)	(9,484)
Multi-strategy hedge fund	86,605	(19,687)
Net realized and unrealized gains (losses)	265,305	(101,845)
Total additions	5,920,785	876,078
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	783,239	766,564
Administrative expenses	486,156	278,893
Total deductions	1,269,395	1,045,457
Net Increase (Decrease)	4,651,390	(169,379)
Net Assets Available for Benefits		
Beginning of year	7,336,621	7,506,000
End of year	\$ 11,988,011	\$ 7,336,621

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note I - Plan Description

The following description of Springs Transit Company Employee's Retirement and Disability Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined benefit plan covering certain former employees of First Transit, a wholly owned subsidiary of FirstGroup America, Inc. (the "Company" and "Plan Sponsor") who were employed at the Colorado Springs Transit location. Plan management controls and manages the operation and administration of the Plan. First State Trust serves as the trustee of the Plan. Following the loss of the Colorado Springs Transit management contract on December 31, 2009, all active employees in the Plan were terminated, and the participant benefits were frozen. Plan participants no longer accrue benefits for service, and no new employees are eligible to participate in the Plan. Only years of service and compensation earned prior to December 31, 2009 will be included in the retirement benefit. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Funding - Contributions are made by the Company in actuarially determined amounts to provide the Plan with assets sufficient to meet the projected benefits to be paid to plan participants. The Company's policy is to make contributions necessary to satisfy ERISA funding standards. Annual contributions meet the minimum funding requirements of ERISA. No participant contributions are permitted.

Vesting - Plan participants accrue normal retirement benefits based on years of service. Vesting begins at 20 percent after three years of service and increases 20 percent for each year of continuous service thereafter. A participant is 100 percent vested after seven years of service with the Company.

Pension Benefits - Eligible employees are entitled to normal annual pension benefits beginning at the participant's normal retirement age of 62 as described in the Plan. The individual pension benefit is equal to credited service times a monthly pension basic benefit. Special provisions for retirement at other than the normal retirement age are described in the Plan. Employees with at least 10 years of service may elect early retirement and receive the accrued normal retirement benefits at age 62 or a reduced monthly retirement benefit payable immediately in accordance with the Plan Agreement.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 1 - Plan Description (Continued)

Death Benefits - If an active or terminated employee who has a vested interest in the Plan dies prior to his normal retirement age, a death benefit equal to 50 percent of the benefit the employee would have received under the qualified joint and survivor annuity form will be paid to the surviving spouse.

Payment of Benefits - Distributions are payable upon the retirement, death, disability, or termination of employment in the form of a lump-sum amount equal to the vested value of the participant's accumulated plan benefits or in various installment annuities.

Party-in-Interest Transactions - Certain plan assets are in investment funds managed by Morgan Stanley Smith Barney, LLC and First State Trust Company, or their affiliates. Morgan Stanley Smith Barney, LLC and First State Trust Company are the custodians of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Administration - The Company is the sponsor of the Plan. First Transit, Inc., a wholly owned subsidiary of FirstGroup America, Inc., as provided in the plan agreement, is the plan administrator and has responsibility for the administration of the Plan. First State Trust Company functions as trustee. First State Trust Company and Morgan Stanley Smith Barney, LLC function as the custodians and investment managers of the Plan. Investment management fees, trustee, and custodian fees are paid by the Plan in accordance with the plan agreement.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Investments in the futures and commodities fund are valued at net asset value as determined by the issuer of the fund based on the fair value of the underlying investments. Redemption for the fund is permitted at the end of each month with three business days notice to the general partner of the fund. There are no other restrictions or notice periods and there are no unfunded commitments. The U.S. government securities and corporate bonds are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. Investments in the multi-strategy hedge fund are valued at net asset value per share (or its equivalent) of the funds based on audited financial statements of the funds, with adjustments to account for partnership activity and other applicable valuation adjustments. The fund places certain restrictions on redemption of the Plan's investment in the fund. The Plan considers if a liquidity discount should be recorded due to redemption restrictions put in place by the fund. However, the effects of any discounts related to redemption restrictions were determined by the Plan to be insignificant as of June 30, 2013 and 2012, and therefore no discount has been applied to the fair value of the fund. The money market funds are valued at fair value based on their outstanding balances. Corporate stocks consist of both foreign and domestic holdings. All other investments are valued based on quoted market prices. See Note 5 for additional information.

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

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Company.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. These include benefits expected to be paid to:

- a. Retired or terminated employees or their beneficiaries
- b. Beneficiaries of employees who have died
- c. Present employees or their beneficiaries

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Benefits are calculated based on active employees' credited years of service, earned up to the effective date the Plan was frozen, multiplied by a specified monthly dollar amount. Benefits payable under all circumstances are included to the extent they are deemed attributable to employee service rendered to the valuation date.

Actuarial Assumptions - The actuarial present value of accumulated plan benefits is determined by an actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation of the Plan at June 30, 2012 are summarized as follows:

Retirement age	- Average retirement age of 62
Assumed rate of return	- 6.5% per annum
Mortality basis	- RP-2000 Annuity Mortality Table Projected to 2010

The foregoing actuarial assumptions are based on the presumption that the Plan will continue.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties - Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. It is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including April 10, 2014, which is the date the financial statements were available to be issued.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

New Accounting Pronouncement - In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The standard clarifies existing fair value measurement and disclosure requirements and changes existing principles and disclosure guidance. Changes to existing principles and disclosures included measurement of financial instruments managed within a portfolio, the application of premiums and discounts in fair value measurement, and additional disclosures related to fair value measurements. The updated guidance and requirements are effective for financial statements issued for the first annual period beginning after December 15, 2011. The adoption of this standard did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits. However, the guidance did require the expansion of existing disclosures for recurring level 3 fair value measurements and for those assets and liabilities not measured at fair value on the statement of net assets but for which fair value is disclosed.

Note 3 - Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by consulting actuaries. The calculations of the post-retirement benefit obligation attributable to participants in the Plan, which were made as of and for the year ended June 30, 2012, the most recent actuarial valuations, are as follows:

Vested benefits:

Retirees and beneficiaries currently receiving payments	\$ 7,820,823
Other participants	1,904,871
Total vested benefits	9,725,694

Nonvested benefits

-

Total actuarial present value of accumulated plan benefits \$ 9,725,694

Actuarial present value of accumulated plan benefits at beginning of year \$ 9,755,064

Increase (decrease) during the year attributable to:

Benefits accumulated for service and plan experience	128,028
Interest on benefits for the year	609,166
Benefits paid	(766,564)

Net increase (decrease) (29,370)

Actuarial present value of accumulated plan benefits at end of year \$ 9,725,694

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 4 - Investments

Significant investments included in end of the year net assets are as follows:

	2013	2012
Mutual funds:		
Oppenheimer International Bond FD CL Y	\$ 403,958	\$ 292,613
PIMCO Total Return Fund CL P	-	617,123
PIMCO Short-term Fund CL P	356,994	460,979
Multi-strategy hedge fund - Skybridge Multi-Adviser Hedge Fund	488,897	402,292

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at June 30, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset. Significant Level 3 inputs include the fair value of the funds underlying assets. In estimating the fair value of the Level 3 investments, the Plan may use third party sources.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at June 30, 2013

	Level 1	Level 2	Level 3	Balance at June 30, 2013
Mutual funds:				
International equity funds	\$ 5,894	\$ -	\$ -	\$ 5,894
Bond funds	1,949,448	-	-	1,949,448
U.S. government securities:				
Treasury bonds	498,002	-	-	498,002
Agency bonds	-	352,851	-	352,851
Corporate stocks	2,998,988	-	-	2,998,988
Money market funds -				
Short-term	169,632	-	-	169,632
Corporate bonds - Domestic	-	3,344	-	3,344
Futures and commodities fund - Short-term (1)	-	286,134	-	286,134
Multi-strategy hedge fund (2)	-	-	488,897	488,897
Total	<u>\$ 5,621,964</u>	<u>\$ 642,329</u>	<u>\$ 488,897</u>	<u>\$ 6,753,190</u>

Assets Measured at Fair Value on a Recurring Basis at June 30, 2012

	Level 1	Level 2	Level 3	Balance at June 30, 2012
Mutual funds:				
International equity funds	\$ 7,673	\$ -	\$ -	\$ 7,673
Bond funds	1,791,563	-	-	1,791,563
U.S. government securities:				
Treasury bonds	375,643	-	-	375,643
Agency bonds	-	1,007,620	-	1,007,620
Corporate stocks	2,691,269	-	-	2,691,269
Money market funds -				
Short-term	130,046	-	-	130,046
Corporate bonds - Domestic	-	1,135	-	1,135
Futures and commodities fund - Short-term (1)	-	303,632	-	303,632
Multi-strategy hedge fund (2)	-	-	402,292	402,292
Total	<u>\$ 4,996,194</u>	<u>\$ 1,312,387</u>	<u>\$ 402,292</u>	<u>\$ 6,710,873</u>

- (1) This class represents investments primarily in futures, forwards, swaps, and options contracts on commodities primarily on U.S. and foreign commodity exchanges.
- (2) The multi strategy hedge fund class invests in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. The hedge funds' composite portfolio for this class includes investments in directional equity, event driven, and relative value investments.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period.

Changes in Level 3 assets measured at fair value on a recurring basis for the years ended June 30, 2013 and 2012 are as follows:

	Multi-strategy Hedge Fund
Balance at July 1, 2012	\$ 402,292
Total unrealized gains	86,605
Balance at June 30, 2013	<u>\$ 488,897</u>
Balance at July 1, 2011	\$ 408,551
Purchases	13,428
Total unrealized losses	<u>(19,687)</u>
Balance at June 30, 2012	<u>\$ 402,292</u>

Of the Level 3 assets still held by the Plan at June 30, 2013, the unrealized gains (losses) for the years ended June 30, 2013 and 2012 was \$86,605 and (\$19,687), respectively, which is recognized in the statement of changes in net assets. There were no realized gains (losses) recognized in the statement of changes in net assets related to investments in the multi-strategy hedge fund.

Both observable and unobservable inputs may be used to determine the fair value of positions classified as Level 3 assets and liabilities. As a result, the unrealized gains and losses for these assets and liabilities presented in the tables above may include changes in fair value that were attributable to both observable and unobservable inputs.

The Company has processes in place to select the appropriate valuation technique and unobservable inputs to perform Level 3 fair value measurements. These processes include the use of price data provided by third parties. In substantiating the reasonableness of pricing data provided by third parties, the Plan's management evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Springs Transit Company Employee's Retirement and Disability Plan

**Notes to Financial Statements
June 30, 2013 and 2012**

Note 6 - Tax Status

The Plan has received a determination letter from the Internal Revenue Service indicating that the Plan, as designed, is qualified for tax-exempt treatment under the applicable section of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 7 - Litigation

On November 3, 2009, the Plan initiated litigation with the City of Colorado Springs (the "City") and First Transit and obtained a temporary restraining order to prevent First Transit from transferring sponsorship of the Plan to the City without notifying the Plan. At issue is the legal ability of the City to be the plan sponsor and make the required plan contributions, should responsibility for the pension liability transfer to the City.

On February 4, 2011, the Colorado District Court issued a summary judgment, ruling that the Colorado State Constitution did not prohibit the transfer of the Plan obligation to fund to the City. Language within the service contract assumes that the liability would transfer to the City should the contract not renew, or a substitute contractor is not engaged. The summary judgment was not an order for the City to make a contribution for the unfunded portion of the obligation. This decision was appealed by the plan trustees and the City to prevent the transfer of the unfunded obligation.

In March 2013, the Colorado State Court ruled as a matter of law that the City had breached the service contract by failing and refusing to accept the transfer of Plan sponsorship and the unfunded liability from First Transit upon termination of the service contract in 2009. As a result of this ruling, the City and First Transit engaged in extensive settlement discussions. In April 2013, in a trial setting, the City agreed to pay First Transit \$8,000,000 in full satisfaction and settlement of the parties' dispute over the Plan and the City's sponsorship and financial obligations in respect thereto under the service contract. Plan sponsorship will remain with First Transit. Accordingly, as of June 30, 2013, the Plan has recorded a receivable for a portion of the settlement due that was contributed to the Plan subsequent to year end.

Springs Transit Company Employee's Retirement and Disability Plan

Notes to Financial Statements June 30, 2013 and 2012

Note 8 - Plan Termination

Upon the Plan's termination, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Provide benefits for all participants or beneficiaries whose benefits have been, or could have been, in pay status for the entire three-year period prior to termination, based on the Plan provisions in effect during the five-year period ending on such date under which such benefit would be the least
2. Provide all other benefits guaranteed under Title IV of the Employee Retirement Income Security Act of 1974 (without regard to the limitation of Section 4022(b)(3) or the limitation on benefits payable to "substantial owners" of Section 4022(b)(5))
3. Provide all other vested benefits other than those becoming non-forfeitable solely on account of the termination of the Plan
4. Provide all other benefits under the Plan

The Pension Benefit Guaranty Corporation (PBGC) guarantees the payment of all non-forfeitable basic benefits subject to certain limitations prescribed by ERISA. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

Note 9 - Subsequent Events

Subsequent to year end, the plan sponsor of the Springs Transit Company Employee's Retirement and Disability Plan voted to terminate the Plan effective December 31, 2013 subject to the provisions set forth in ERISA.

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4f EIN 52-2205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual funds:			
	Goldman Sachs TR High Yield Fd Instl SHS	\$ 230,034	\$ 233,615
	Oppenheimer International Bond FD CL Y	434,438	403,958
	PIMCO Short-term Fund CL P	358,100	356,994
	Ishares MSCI South Korea Index Fund	2,705	2,554
	EGShares India Infrastructure	2,288	1,785
	Ishares Barclays Tips BD FD	182,641	168,575
	Market Vectors ETF India SC	2,272	1,555
	Allianz Fix Inc Shrs: Series M	309,358	296,303
	Allianz Fix Inc Shrs: Series C	336,358	320,911
	T Rowe Price Emerging MKTS BD	187,873	169,092
U.S. government and agency securities:			
	FHLMC PL #G02596 DTD 01/01/2007	737	729
	FHLMC PL #G03551 DTD 11/01/2007	17,370	17,367
	US Treasury Notes Ser F-2021 DTD 11/15/2011	49,738	47,171
	US Treasury Note- M:10/31/17 -Issued 10/31/12	103,675	102,042
	US Treasury Note- M:02/28/19 -Issued 2/29/12	46,828	45,497
	US Treasury Note- M:12/31/19 -Issued 12/31/12	66,152	64,195
	US Treasury Note-Inflated Indexed - M:7/15/22 - Iss	178,849	162,103
	US Treasury Note- M:2/15/23-Issued:2/15/13	80,287	76,994
	FNMA PL #AP9893 DTD 10/01/2012	44,391	43,022
	FNMA PL #255813 DTD 07/01/2005	16,163	16,041
	FNMA PL #745275 DTD 01/01/2006	182	182
	FHLMC PL #G04951 DTD 12/01/2008	17,911	17,820
	FNMA PL #AL2629 DTD 11/01/2012	31,396	31,292
	FNMA PL #AL0160 DTD 04/01/2011	60,137	59,116
	FNMA PL #AL1700 DTD 04/01/2012	3,766	3,666
	FNMA PL #AJ5890 DTD 11/01/2011	91,923	90,150
	FNMA PL #AK9445 DTD 03/01/2012	1,509	1,483
	FHLMC PL #Q09997 DTD 07/01/2012	34,730	33,433
	FNMA PL #AB6151 DTD 08/01/2012	30,372	28,830
	FNMA PL #AB6632 DTD 10/01/2012	2,973	2,831
	FNMA PL #AB3716 DTD 11/01/2012	1,023	975
	FNMA PL #AR9514 DTD 03/01/2013	2,116	2,027

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	U.S. government and agency securities (Cont'd):		
	FHLMC PL #Q17134 DTD 03/01/2013	\$ 1,029	\$ 967
	FNMA PL #AT2489 DTD 04/01/2013	3,124	2,920
	Corporate stocks:		
	Accenture PLC	9,570	10,794
	Ace Limited	3,988	5,816
	Transocean LTD Switzerland	2,287	1,966
	Yandex NV-A	2,033	2,820
	AAC Technologies Holding Inc Un-sponsored	1,510	2,700
	AT&T Inc	7,129	10,266
	Abbott Laboratories	2,971	3,907
	Advanced Semiconductor E ADR	5,369	5,116
	Agilent Technologies Inc	11,329	12,400
	Agile Property Holdings LTD	3,179	2,656
	Allianz SE ADR	17,327	20,673
	America Movil S.A.B. DE CV SER L Spons A	1,191	1,044
	American Express Co	11,266	19,438
	Ansys Inc	14,265	18,275
	Antof Agasta PLC - ADR	6,106	3,951
	Apple Inc	5,049	10,706
	Autozone Inc	4,412	12,711
	Baidu Inc Spon ADR Rptng Ord SHS CL A	15,407	14,190
	Banco Bradesco Spons ADR	3,704	3,057
	Bank of Nova Scotia Euro #19279	7,381	8,568
	C R Bard Inc New Jersey	12,415	13,259
	BHP Billiton LTD Spons ADR	16,036	11,647
	Boeing Co	9,128	13,317
	Bristol Myers Squibb Co	9,347	16,535
	Broadcom Corp CL A	12,564	12,504
	CBS Corp New Class B	6,717	13,195
	CNOOC LTD Spons ADR	6,633	6,029
	CVS Carem Ark Corp	8,293	12,008
	Canadian Natl Railway Co	11,682	13,034
	Caterpillar Inc	3,107	3,217
	Celgene Corp	7,164	12,868
	Chevron Corp	12,743	18,934
	China Constr BK Corp CNY	5,588	4,770
	China Communications Constr Co CNY	4,082	3,384
	China Overseas Lan Unspun ADR	2,659	2,749
	Chubb Corp	6,609	11,089

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Corporate stocks (Cont'd):		
	Church & Dwight Co Inc	\$ 13,734	\$ 16,353
	Cisco SYS Inc	9,128	12,411
	Clarcor Inc	12,329	15,663
	Coach Inc	7,305	11,989
	Coca Cola Co	7,547	10,429
	Comcast Corp CL A - SPL	10,419	13,884
	Conocophillips	5,002	7,260
	Consol Energy Inc	8,578	5,149
	Copart Inc	13,609	17,248
	Cummins Inc	1,734	1,627
	Danaher Corp DE	10,765	13,293
	Deere & Co	8,535	12,187
	Diageo PLC Spon ADR	8,499	13,794
	Dominion Resources Inc VA	8,296	11,932
	Donaldson Co Inc	12,652	13,194
	Dow Chemical Co	4,819	4,504
	Dresser-rand Group Inc	19,520	21,593
	E I Du Pont De Nemours & Co	9,014	13,650
	EMC Corp - Mass	8,453	12,282
	Eaton Vance Corp - Non-voting	18,415	21,802
	Enbridge Inc	6,123	10,938
	Expedia Inc	6,795	12,992
	Exxon Mobil Corp	15,458	19,877
	Factset Research Systems Inc	24,396	27,524
	Franklin Resources Inc	9,398	10,882
	Freeport McMoran Copper & Gold CL B	2,830	2,209
	Gazprom OAO Spons ADR	7,680	5,519
	General Electric Co	15,426	17,161
	General Mills Inc	5,060	6,794
	Gilead Sciences Inc	4,420	11,895
	Google Inc CL A	8,681	13,206
	HDFC Bank LTD ADR	2,950	3,443
	Heico Corp CL A	6,397	9,301
	Jack Henry & Associates Inc	18,274	27,335
	Hillenbrand Inc	13,715	13,752
	Home Depot Inc	16,945	24,790
	Honeywell Intl Inc	5,112	7,141
	Icici Bank LTD - Spons Adrinr	21,348	19,125
	Industrial & Coml Bk China - CNY Spons A	5,317	4,972

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Infosys LTD Spons ADR	891	741
	Corporate stocks (Cont'd):		
	Intel Corp	\$ 5,625	\$ 6,421
	Intl Business Machines Corp	15,092	24,844
	Intuit Inc	9,227	12,208
	Itau Unibanco Banco Holdings A ADR	23,233	18,088
	JPMorgan Chase & Co	12,231	24,283
	Johnson & Johnson	8,459	11,162
	Johnson Controls Inc	4,721	4,295
	KB Financial Group Inc ADR	3,777	3,259
	Kla-Tencor Corp	11,959	13,375
	Kimberly Clark Corp	5,348	8,257
	Korea Elec Pwr Corp SP ADR	2,215	1,787
	Landstar System Inc	10,286	10,300
	Lorillard Inc	5,682	9,173
	MSC Industrial Direct Co CL A	19,320	21,689
	Macys Inc	8,590	12,480
	Marathon Oil Corp	3,574	6,224
	Marathon Petroleum Corp	2,465	6,395
	McDonalds Corp	7,420	15,840
	McKesson Corp	9,188	13,740
	Meadwestv Aco Corp	5,388	7,197
	Medtronic Inc	9,015	12,353
	Merck & Co Inc	10,026	13,238
	Microsoft Corp	13,069	20,382
	Mobile Telesystems OJSC Spons ADR	854	909
	Monsanto Co	8,874	11,955
	Naspers LTD Spons ADR	3,060	4,273
	National Instruments Corp	9,412	10,897
	National Oilwell Varco Inc	4,136	3,858
	Nextera Energy Inc	8,090	13,037
	Nordson Corp	11,901	13,862
	Northeast Utilities	4,023	6,303
	Northrop Grumman Corp	5,087	7,866
	Occidental Petroleum Corp - Del	10,614	11,778
	Lukoil Oil Spons ADR	5,474	5,188
	Oracle Corp	7,866	11,056
	PPG Industries Inc	9,618	13,470
	Pacific Rubiales Energy Corp	5,341	4,054
	Petroleo Brasileiro SA ADR	2,057	1,583

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Petroleo Brasileiro SA Petrobras	8,965	6,236
	Petsmart Inc	7,257	12,058
	Corporate stocks (Cont'd):		
	Pfizer Inc	\$ 9,045	\$ 12,324
	Phillip Morris Intl Inc	6,856	15,592
	Phillips 66	1,440	3,476
	Praxair Inc	7,054	9,789
	Price Smart Inc	4,709	7,010
	Procter & Gamble Co	10,475	13,088
	Prudential Financial Inc	7,461	9,494
	Public Service Enterprise Grp	5,573	5,552
	Qualcomm Inc	10,433	11,668
	Raytheon Company	8,297	12,563
	RBC Bearings Inc	9,411	12,468
	Rio Tinto PLC - GBP	2,875	2,095
	Ross Stores Inc DE	21,839	37,590
	SK Telecom LTD Spons ADR	3,986	4,351
	Sandisk Corp	871	916
	Sberbank Spons ADR	4,362	4,362
	Schlumberger LTD	21,704	20,065
	Sempra Energy	4,340	6,623
	Shinhan Financial Group Co LTD ADR	4,285	3,839
	Silgan Holdings Inc	10,016	11,740
	Siliconware Precision Inds Spons ADR	3,744	4,044
	Silver Standard Resources Inc - CAD	5,986	2,663
	Sirona Dental Systems Inc	18,323	21,082
	Southern Copper Corp DEL	2,139	1,795
	Stryker Corp	9,911	13,001
	Symantec Corp	8,885	11,465
	TJX Companies Inc	10,531	12,515
	Taiwan Semiconductor Mfg Co LTD ADR	26,629	29,129
	Tata Motors LTD Spons ADR	2,769	2,578
	Techne Corp	18,431	18,652
	Tencent Holdings LTD - HKD	1,028	1,636
	3M Company	7,085	9,295
	Toronto Dominion Bank	7,498	7,233
	Total S.A. Spons ADR	12,171	10,324
	Travelers Companies Inc	11,232	18,222
	Turkiye Garanti Bankasi AS Spons ADR	20,831	16,770
	US Bancorp DEL	7,688	10,845

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4f EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Unilever NV NY SHS	11,374	13,837
	Union Pacific Corp	6,308	12,342
	United Technologies Corp	12,463	15,800
	Corporate stocks (Cont'd):		
	V F Corp	\$ 6,505	\$ 15,445
	Vale S.A. Common	9,335	5,391
	Verizon Communications	12,074	19,633
	Wal-Mart Stores Inc	6,541	8,939
	Wells Fargo & Co	8,281	19,397
	Western Digital Corp	6,275	12,418
	Weyerhaeuser Co	5,223	9,402
	John Wiley & Sons Inc CL A	18,503	18,441
	Wolverine World-Wide Inc	12,800	16,929
	World Fuel Svcs Corp	13,047	15,592
	Yamana Gold Inc - CAD	6,147	3,519
	A G C O Corp	1,354	1,305
	Abbvie Inc Com	3,280	4,713
	Agrium Inc	3,057	2,522
	AIA Group LTD SPON ADR	15,615	16,905
	Air Liquide ADR	25,072	24,750
	Ablemarle Corporation	3,602	3,488
	American Tower Reit Com	2,770	2,561
	Anadorko Pete	2,784	3,008
	Anheuser Busch Inbev SA Spon	15,400	15,344
	Apartment Invt & mgmt Co A	4,986	5,437
	ARM Holdings PLC ADS	14,349	12,862
	Ashland Inc New	1,918	1,920
	Atlas Copco AS A ADR A NEW	12,514	10,679
	AU Optronics Corp	2,752	2,145
	Aurico Gold Inc	1,400	787
	Avalonbay Comm Inc	6,139	6,071
	Axiall Corp Com	1,890	1,788
	Banco Bilbao Viz ARG SA ADS	11,120	9,545
	Bayerische Motoren Werke AG	8,172	7,428
	Becton Dickinson & Co	12,596	13,441
	BG Group PLC	12,215	11,363
	BlackRock Inc	8,459	11,558
	Boston Properties Inc	9,885	9,598
	Braskem SA ADR	2,274	2,411
	BRE Properties Inc A	3,423	3,451

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4f EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Brookdale Senior Living Inc	927	846
	Bunge LTD	13,925	13,163
	C&J Energy Services Inc	1,397	1,182
	Calfrac Well SVCS LTD	2,332	2,597
	Corporate stocks (Cont'd):		
	Camden Property Trust	\$ 5,266	\$ 5,186
	Cameron INTNL CORP	2,385	2,446
	Campus Crest CMNTYS INC COM	1,744	1,546
	Carpenter Technology	1,370	1,172
	Celanese Corp Series A COM STK	2,372	2,240
	Cemex SAB DE CV	1,257	1,312
	CF Industries Holdings Inc	2,235	1,715
	Chicos FAS Inc	10,454	10,065
	Citigroup Inc New	5,495	5,565
	Cochlear LTD UNSPON ADR	11,452	7,644
	Cohen & Steers Inc	16,876	17,330
	Companhia De Sanementto Basi	2,039	1,895
	Companhia Energy De Min SP ADR	4,035	3,534
	Continental Resources Inc	2,156	2,238
	Core Laboratories N V	9,871	13,649
	Corrections Corp of Amer NEW	4,256	4,234
	Credicorp LTD	2,223	2,175
	CSL LTD Unspn ADR	12,520	12,404
	Cubesmart Com	2,345	2,557
	Dassault Systems SA ADS	23,352	25,750
	DBS Group Holdings LTD SP	10,388	10,768
	DDR Corp COM	3,684	3,829
	Devon Energy Corp NEW	1,920	1,816
	Dongfeng MTR Group CO LTD ADR	1,358	1,248
	Duke Energy Corp NEW	5,623	5,535
	Duke Realty Corp	2,789	2,494
	Dupont Fabros Technology Inc	1,817	1,835
	ENI SPA Amer Dep RCPT	1,420	1,231
	Ensco PLC Class A	1,436	1,337
	EPR PPTYS Com	3,763	3,971
	Equifax Inc	21,444	23,572
	Equity One Inc	1,758	1,788
	Equity Residential	6,180	6,154
	Essex Property Trust Inc	4,775	4,927
	Expositors Intl Wash Inc	21,996	20,922

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Extra Space Storage Inc	3,657	3,983
	Fanuc Corporation UNSP ADR	17,737	16,194
	FEDL RLTY INCT TRUST S B I	4,116	4,044
	Fidelity Natl Information SE	10,312	11,995
	Fifth 3rd Bancorp Ohio	5,575	6,679
	Corporate stocks (Cont'd):		
	First Indust Realty TR INC	\$ 4,637	\$ 4,703
	Firststrand LTD Unspn	1,873	1,567
	FMC Technologies	1,121	1,336
	Fomento Economico Mexicano	1,260	1,341
	Forest Oil CP 0.01	1,563	933
	Foschini GRP LTD SPONS	2,549	1,955
	Foster Wheeler AG COM	2,364	1,997
	Fresenius Medical Care AG&CO	16,632	17,282
	Geely Automobile Holdings LTD ADR	1,376	1,230
	General Growth Properties Com	6,195	6,259
	Grupo Financiero Banorto SAB	1,257	1,313
	Halliburton CO	2,272	2,169
	Hanesbrands Inc	4,556	4,782
	HCP Incorporated	4,649	4,544
	Health Care REIT Inc	4,717	5,027
	Hess Corporation	1,342	1,263
	Hittite Microwave Corp Com	16,182	17,400
	Hong Kong Exchanges & Clearing	7,948	7,437
	Host Hotel & Resorts Inc	7,331	7,372
	Huntsman Corp	2,176	2,020
	Imperial Oil LTD COM NEW	10,639	9,170
	JGC Corp Unsponsored ADR	14,786	18,063
	Jones Lang LaSalle Inc	1,847	1,914
	JSC MMC Norilsk Nickel ADR	1,076	805
	Keppel Corp LTD ADR Sponsored	885	858
	Kinder Morgan Incorp	5,525	5,570
	KT Corp Spon ADR	2,384	2,142
	Loreal CO ADR	16,851	19,053
	LG Display CO LTD ADR	2,474	2,018
	Lonza Group AG Zuerich ADR	10,271	12,982
	LVMH Moet Hennessy Louis Vuitt	9,324	8,105
	Lyondellbasell NC CL-A	4,067	4,373
	Medical Properties Trust Inc	1,979	1,718
	Micros Systems	16,770	16,397

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4f EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mondelez Intl Inc Com	854	6,619
	MSCI Inc Com	17,225	16,369
	MTN GRP LTD SPONS ADR	7,691	7,053
	Mylan Inc	10,163	12,102
	Nestle Spon ADR REP REG SHR	27,191	26,312
	Corporate stocks (Cont'd):		
	Netapp Inc Com	\$ 10,548	\$ 12,090
	New Gold Inc	2,932	1,733
	Newfield Expl Co	1,894	1,553
	Newmont Mining Corp	5,578	3,714
	Nokian Tyres OYJ Unspn ADR	10,579	9,790
	Novo Nordisk A/S ADR	8,065	7,439
	O'Reilly Automotive Inc	11,106	13,514
	Ocean Rig UDW Inc	1,377	1,555
	PA RL EST INVT TR SBI	2,770	2,832
	Peeblebrook Hotel TR Com	2,778	2,947
	Petrofac LTD London Unspn ADR	1,361	967
	Potash CP Of Saskatchewan Inc	15,018	13,727
	Priceline.com Inc	10,405	12,400
	Prologis Inc Com	10,982	10,562
	Public Storage	6,779	6,900
	Pulte Group Inc	6,901	6,260
	Ramco Gershenson PPTYS Inc	412	435
	Raymond James Fincl	12,465	11,390
	Retail PPTYS Amer CL-A	1,144	1,299
	Roche Holdings ADR	18,673	21,715
	Royal Dutch Shell PLC	2,251	2,169
	SAP AG	28,644	26,947
	Sasol LTD SPON ADR	5,471	5,674
	Saul CTRS Inc	1,955	2,001
	Schneider Elec SA Unsp ADR	16,336	15,884
	Scripps Networks Interac CL A	10,554	12,017
	Seadrill LTD	1,349	1,426
	Senior HSG PPTY TR SBI	2,949	3,112
	Silver Wheaton Corp	2,855	1,574
	Simon PPTY Group Inc	23,517	23,056
	Skyworks Solutions Inc	11,693	11,930
	SL Green Realty CP	6,306	6,879
	Sociedad Quimica Y Minera ADS	3,794	3,474
	Sonova Holdings AD unsp ADR	7,473	6,993

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Southwestern Energy Company	2,184	2,301
	Strategic HTLS & Resorts Inc	2,426	3,101
	Subsea 7 SA Sponsored ADR	1,364	996
	Sunstone Hotel Investors Inc	1,382	1,474
	Suntrust BKS	5,530	6,314
	Corporate stocks (Cont'd):		
	Surgutneftegaz SP ADR	\$ 2,780	\$ 2,391
	Svenska Handelsbanken AB ADR	6,578	7,026
	Swatch Group AG ADR The Unspn	9,377	9,432
	Synopsys Inc	11,531	12,155
	Sysmex Corp Unspn ADR	10,448	14,533
	Taubman Centers Inc	3,742	3,457
	Tav Havalimanlari Holdings AS	865	848
	Technip-Coflexip	1,888	1,781
	Teck Resources LTD	3,778	2,137
	Tesco PLC Sponsored ADR	8,848	8,083
	The Mosaic CO	1,376	1,238
	Trican Well SVCS Co LTD	1,923	1,867
	Turkcell Iletism HIZM AS	3,475	3,046
	Turkiye Halk Bankasi AS ADR	1,296	1,153
	Unicharm Corp Unspn ADR	16,237	17,130
	Unilever PLC ADS	7,764	8,050
	United Parcel Service Inc CL-B	7,441	7,524
	US Silica Holdings Inc	858	831
	Ventas Inc	5,588	5,904
	VISA Inc CL A	11,203	12,793
	Vornado Realty RE SBI	7,267	7,125
	Whiting Petroleum Corp	442	415
	WPP PLC SPON NEW ADR	17,643	19,640
	Xinyi Glass Holdings LTD Unspn	6,212	7,139
	Corporate bonds - Dex One Corp	2,713	3,344
	Futures and commodities fund - Orion		
	Futures Fund	300,000	286,134
	Multi-strategy hedge fund - Skybridge Multi-Adviser Hedge Fund	438,261	488,897
	Money market funds:		
	Northern Instl Diversified Assets-SW	53,252	53,252
	MS Liquid Asset Fund	116,380	116,380

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Total	<u>\$ 6,435,611</u>	<u>\$ 6,753,190</u>

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Reportable Transactions Form 5500, Schedule H, Line 4j EIN 52-2205403, Plan No. 008 Year Ended June 30, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total Plan assets:						
Morgan Stanley Smith Barney LLC	PIMCO Total Return	\$ -	\$ 606,157	\$ 592,938	\$ 606,157	\$ 13,219
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total Plan assets						
Morgan Stanley Smith Barney LLC	PIMCO Total Return - Sales - 2 transaction	-	614,451	600,998	614,451	13,453

There were no Category (ii) or (iv) reportable transactions during the year.

SPRINGS TRANSIT EMPLOYEES RETIREMENT & DISABILITY ALLOWANCE PLAN
EIN/PN: 52-2205403 / 008
Attachment to Form 5500, Schedule SB -Summary of Actuarial Methods and Assumptions

The following economic assumptions were used in valuing the liabilities and benefits under the plan.

Segmented Interest Rates:	1 – 5	5.54%
	6 – 19	6.85%
	20 & up	7.52%

Effective Interest Rate: 7.06%

Actuarial Equivalence: 6.00% compounded annually and 1983 Group Annuity Mortality table; 50% male, 50% female.

Mortality: RP-2000 Mortality Table Projected to 2010 in accordance with IRS regulations.

Withdrawal: None assumed.

Expense Loading: An expense load is included in the normal cost, based on expected non-investment expenses.

<u>Year</u>	<u>Non-investment Expenses</u>
2012 – 2013	\$101,000

Retirement Age: The average retirement age is assumed to be Age 62. Those over 62 are assumed to retire immediately.

Assumed Form of Payment: All participants are assumed to take a refund of contributions upon termination. Those entitled to an employer provided benefit are assumed to receive a life annuity.

Changes in Assumptions Since Prior Valuation and Justification: PPA interest rates changed since the last valuation of the plan.

After 7/1/2004: The average retirement age is assumed to be age 62.

G:\WPFILES\BJB\SPRINGS\actuarial assumptions.wpd

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Reportable Transactions Form 5500, Schedule H, Line 4j EIN 52-2205403, Plan No. 008 Year Ended June 30, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (i) - A single transaction that amounts to more than 5 percent of the beginning value of total Plan assets:						
Morgan Stanley Smith Barney LLC	PIMCO Total Return	\$ -	\$ 606,157	\$ 592,938	\$ 606,157	\$ 13,219
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total Plan assets						
Morgan Stanley Smith Barney LLC	PIMCO Total Return - Sales - 2 transaction	-	614,451	600,998	614,451	13,453
There were no Category (ii) or (iv) reportable transactions during the year.						

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan SPRINGS TRANSIT EES RET & DISAB ALLOWANCE PLAN	B Three-digit plan number (PN) ►	008
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FIRST GROUP AMERICA	D Employer Identification Number (EIN) 52-2205403	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information			
1	Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	7336621
	b Actuarial value	2b	7235503
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	109
	b For terminated vested participants.....	3b	90
	c For active participants:		
	(1) Non-vested benefits	3c(1)	0
	(2) Vested benefits	3c(2)	0
	(3) Total active.....	3c(3)	0
	d Total.....	3d	199
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	7.06%
6	Target normal cost	6	101000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>3/27/2014</u> Date
	Bob J. Bolin, FSA, MAAA, EA Type or print name of actuary	1101547 Most recent enrollment number
	DailyAccess Corporation Firm name	214-443-2470 Telephone number (including area code)
	4131 N. Central Expressway Suite 1100 Dallas TX 75204 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II	Beginning of Year Carryover Prefunding Balances
----------------	--

Part 1		Beginning of Year Carryover Prefunding Balance	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of _____ %.....		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b	Interest on (a) using prior year's effective interest rate of <u>5.62</u> % except as otherwise provided (see instructions).....		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III	Funding Percentages
-----------------	----------------------------

14	Funding target attainment percentage.....	14	77.27 %
15	Adjusted funding target attainment percentage	15	77.27 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	62.84 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls
----------------	---

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	230000	0			
07/09/2013	230000	0			
09/24/2013	5000000	0			

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	676889
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4286864

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52%
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 1
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	676889
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	676889
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	101000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	2128349	595473	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	696473	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			
36 Additional cash requirement (line 34 minus line 35)	36	696473	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4286864	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3590391	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Spartanburg County
Spartanburg County Employees Retirement & Disability Plan

PAID DATE	Cont Made	Quarterly Contribution	Due Date	Qtrly Prem. PAID DATE	Late Period	Discount Quarterly for late period	Discount period from Val Date	Discount factor to 7/1/2011	Discounted Value of Contributions
For 2011 Plan Year									
4/12/13	230000	100,680	1/15/12	4/12/13	1.24025	0.88234	0.54209	0.97079	86,239
		129,320	4/15/12	4/12/13	0.99110	0.90481	0.79124	0.95766	112,056
07/15/13	230000	35446	4/15/12	07/09/13	1.23203	0.88307	0.79124	0.95766	29,976
		194,554	7/15/12	07/09/13	0.98289	0.90556	1.04038	0.94470	166,438
09/24/2013	318,844			09/24/13			2.23409	0.88501	282,181
	<u>778,844</u>								<u>676,889</u>
									Completes 2011 year funding

SPRINGS TRANSIT EMPLOYEES RETIREMENT & DISABILITY ALLOWANCE PLAN
EIN/PN: 52-2205403 / 008
Attachment to Form 5500, Schedule SB - Summary of Principal Plan Provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits:

Effective Date and Plan Year:	July 1, 1950, and amended for recent law changes.
Administration:	The Plan is administered by a Board of Trustees.
Type of Plan:	Defined benefit pension plan.
Eligibility:	Any person in active employment shall become a participant the first of the month after the completion of two months of service.
Employee Contributions:	3% of earnings during the plan year.
Credited Service:	One year of benefit service for each year of employment for which the employee completed 365 days of elapsed service.
Vesting Service:	One year of vesting service for each year of employment for which the employee completed 365 days of elapsed service.
Normal Retirement Benefit:	A participant is eligible for normal retirement on the date he attains age 62. The monthly benefit is \$50 per month per year of service, payable as a life annuity with a modified cash refund.
Early Retirement Benefit:	A participant is eligible for early retirement after age 52 with ten years of service. The monthly benefit is determined in the same manner as for normal retirement considering Credited Service at early retirement. Benefits are reduced by 3.6% for each year by which payments commence prior to normal retirement and after age 57, and by 1.8% for each additional year by which early retirement precedes age 57.
Disability Retirement Benefit:	A participant who becomes totally and permanently disabled after completing ten years of Vesting Service shall be eligible for a Disability Retirement Benefit. This benefit is equal to the Normal Retirement Benefit accrued to the date of disability retirement. Payments commence at Normal Retirement Date. \$200 per month is payable beginning at the date of disability.

SPRINGS TRANSIT EMPLOYEES RETIREMENT & DISABILITY ALLOWANCE PLAN

Summary of Principal Plan Provisions (Continued)

Termination Benefits:

Deferred Vested Benefit: A participant becomes 100% vested and entitled to a benefit commencing at age 62, if he terminates employment with seven or more years of Vesting Service. The amount of the benefit is determined as for normal retirement considering Credited Service at termination and according to the table of vesting percentage below:

<u>Years of Service</u>	<u>Vesting Percent</u>
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7 or more	100%

Less than 3 Years of Service:

If a participant has less than 3 Years of Service, he will receive only a refund of his employee contributions with interest.

Less than 50% Vested and At Least 3 Years of Service:

If a participant has at least 3 Years of Service and is less than 50% vested in his Accrued Benefit, then he will receive his choice of one of the following:

1. a refund of his employee contributions with interest, or
2. a monthly benefit for life, without an option to refund any of his employee contributions.

At Least 50% Vested:

If a participant is at least 50% vested in his Accrued Benefit, then he will receive his choice of one of the following:

1. a monthly benefit for his life if employee contributions are not refunded, or
2. a reduced monthly benefit for life if his employee contributions are refunded.

Death Benefit:

Prior to Retirement: A spouse of an active or inactive participant who has completed three or more years of Vesting Service, is eligible for a spouse's benefit equal to 50% of the participant's accrued benefit payable for life at the earliest possible retirement age.

SPRINGS TRANSIT EMPLOYEES RETIREMENT & DISABILITY ALLOWANCE PLAN

Summary of Principal Plan Provisions (Continued)

After Retirement: Benefits will be paid in the form of the required 50% Joint and Survivor Benefit under ERISA, unless the participant elects otherwise. Death benefits, if any, are as prescribed under the various optional forms of income provided for by the Plan, including 100% Joint and Survivor and Ten-year Certain and Life forms of payment.

Changes in Principle Eligibility or Benefit Provisions Since the Prior Valuation:

There have been no changes to the principle eligibility or benefit provisions since the prior valuation.

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year Form 5500, Schedule H, Line 4f EIN 52-2205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual funds:			
	Goldman Sachs TR High Yield Fd Instl SHS	\$ 230,034	\$ 233,615
	Oppenheimer International Bond FD CL Y	434,438	403,958
	PIMCO Short-term Fund CL P	358,100	356,994
	Ishares MSCI South Korea Index Fund	2,705	2,554
	EGShares India Infrastructure	2,288	1,785
	Ishares Barclays Tips BD FD	182,641	168,575
	Market Vectors ETF India SC	2,272	1,555
	Allianz Fix Inc Shrs: Series M	309,358	296,303
	Allianz Fix Inc Shrs: Series C	336,358	320,911
	T Rowe Price Emerging MKTS BD	187,873	169,092
U.S. government and agency securities:			
	FHLMC PL #G02596 DTD 01/01/2007	737	729
	FHLMC PL #G03551 DTD 11/01/2007	17,370	17,367
	US Treasury Notes Ser F-2021 DTD 11/15/2011	49,738	47,171
	US Treasury Note- M:10/31/17 -Issued 10/31/12	103,675	102,042
	US Treasury Note- M:02/28/19 -Issued 2/29/12	46,828	45,497
	US Treasury Note- M:12/31/19 -Issued 12/31/12	66,152	64,195
	US Treasury Note-Inflated Indexed - M:7/15/22 - Iss	178,849	162,103
	US Treasury Note- M:2/15/23-Issued:2/15/13	80,287	76,994
	FNMA PL #AP9893 DTD 10/01/2012	44,391	43,022
	FNMA PL #255813 DTD 07/01/2005	16,163	16,041
	FNMA PL #745275 DTD 01/01/2006	182	182
	FHLMC PL #G04951 DTD 12/01/2008	17,911	17,820
	FNMA PL #AL2629 DTD 11/01/2012	31,396	31,292
	FNMA PL #AL0160 DTD 04/01/2011	60,137	59,116
	FNMA PL #AL1700 DTD 04/01/2012	3,766	3,666
	FNMA PL #AJ5890 DTD 11/01/2011	91,923	90,150
	FNMA PL #AK9445 DTD 03/01/2012	1,509	1,483
	FHLMC PL #Q09997 DTD 07/01/2012	34,730	33,433
	FNMA PL #AB6151 DTD 08/01/2012	30,372	28,830
	FNMA PL #AB6632 DTD 10/01/2012	2,973	2,831
	FNMA PL #AB3716 DTD 11/01/2012	1,023	975
	FNMA PL #AR9514 DTD 03/01/2013	2,116	2,027

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	U.S. government and agency securities (Cont'd):		
	FHLMC PL #Q17134 DTD 03/01/2013	\$ 1,029	\$ 967
	FNMA PL #AT2489 DTD 04/01/2013	3,124	2,920
	Corporate stocks:		
	Accenture PLC	9,570	10,794
	Ace Limited	3,988	5,816
	Transocean LTD Switzerland	2,287	1,966
	Yandex NV-A	2,033	2,820
	AAC Technologies Holding Inc Un-sponsored	1,510	2,700
	AT&T Inc	7,129	10,266
	Abbott Laboratories	2,971	3,907
	Advanced Semiconductor E ADR	5,369	5,116
	Agilent Technologies Inc	11,329	12,400
	Agile Property Holdings LTD	3,179	2,656
	Allianz SE ADR	17,327	20,673
	America Movil S.A.B. DE CV SER L Spons A	1,191	1,044
	American Express Co	11,266	19,438
	Ansys Inc	14,265	18,275
	Antofagasta PLC - ADR	6,106	3,951
	Apple Inc	5,049	10,706
	Autozone Inc	4,412	12,711
	Baidu Inc Spon ADR Rptng Ord SHS CL A	15,407	14,190
	Banco Bradesco Spons ADR	3,704	3,057
	Bank of Nova Scotia Euro #19279	7,381	8,568
	C R Bard Inc New Jersey	12,415	13,259
	BHP Billiton LTD Spons ADR	16,036	11,647
	Boeing Co	9,128	13,317
	Bristol Myers Squibb Co	9,347	16,535
	Broadcom Corp CL A	12,564	12,504
	CBS Corp New Class B	6,717	13,195
	CNOOC LTD Spons ADR	6,633	6,029
	CVS Carem Ark Corp	8,293	12,008
	Canadian Natl Railway Co	11,682	13,034
	Caterpillar Inc	3,107	3,217
	Celgene Corp	7,164	12,868
	Chevron Corp	12,743	18,934
	China Constr BK Corp CNY	5,588	4,770
	China Communications Constr Co CNY	4,082	3,384
	China Overseas Lan Unspun ADR	2,659	2,749
	Chubb Corp	6,609	11,089

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4f EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Corporate stocks (Cont'd):		
	Church & Dwight Co Inc	\$ 13,734	\$ 16,353
	Cisco SYS Inc	9,128	12,411
	Clarcor Inc	12,329	15,663
	Coach Inc	7,305	11,989
	Coca Cola Co	7,547	10,429
	Comcast Corp CL A - SPL	10,419	13,884
	Conocophillips	5,002	7,260
	Consol Energy Inc	8,578	5,149
	Copart Inc	13,609	17,248
	Cummins Inc	1,734	1,627
	Danaher Corp DE	10,765	13,293
	Deere & Co	8,535	12,187
	Diageo PLC Spon ADR	8,499	13,794
	Dominion Resources Inc VA	8,296	11,932
	Donaldson Co Inc	12,652	13,194
	Dow Chemical Co	4,819	4,504
	Dresser-rand Group Inc	19,520	21,593
	E I Du Pont De Nemours & Co	9,014	13,650
	EMC Corp - Mass	8,453	12,282
	Eaton Vance Corp - Non-voting	18,415	21,802
	Enbridge Inc	6,123	10,938
	Expedia Inc	6,795	12,992
	Exxon Mobil Corp	15,458	19,877
	Factset Research Systems Inc	24,396	27,524
	Franklin Resources Inc	9,398	10,882
	Freeport McMoran Copper & Gold CL B	2,830	2,209
	Gazprom OAO Spons ADR	7,680	5,519
	General Electric Co	15,426	17,161
	General Mills Inc	5,060	6,794
	Gilead Sciences Inc	4,420	11,895
	Google Inc CL A	8,681	13,206
	HDFC Bank LTD ADR	2,950	3,443
	Heico Corp CL A	6,397	9,301
	Jack Henry & Associates Inc	18,274	27,335
	Hillenbrand Inc	13,715	13,752
	Home Depot Inc	16,945	24,790
	Honeywell Intl Inc	5,112	7,141
	Icici Bank LTD - Spons Adrinr	21,348	19,125
	Industrial & Coml Bk China - CNY Spons A	5,317	4,972

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Infosys LTD Spons ADR	891	741
	Corporate stocks (Cont'd):		
	Intel Corp	\$ 5,625	\$ 6,421
	Intl Business Machines Corp	15,092	24,844
	Intuit Inc	9,227	12,208
	Itau Unibanco Banco Holdings A ADR	23,233	18,088
	JPMorgan Chase & Co	12,231	24,283
	Johnson & Johnson	8,459	11,162
	Johnson Controls Inc	4,721	4,295
	KB Financial Group Inc ADR	3,777	3,259
	Kla-Tencor Corp	11,959	13,375
	Kimberly Clark Corp	5,348	8,257
	Korea Elec Pwr Corp SP ADR	2,215	1,787
	Landstar System Inc	10,286	10,300
	Lorillard Inc	5,682	9,173
	MSC Industrial Direct Co CL A	19,320	21,689
	Macys Inc	8,590	12,480
	Marathon Oil Corp	3,574	6,224
	Marathon Petroleum Corp	2,465	6,395
	McDonalds Corp	7,420	15,840
	McKesson Corp	9,188	13,740
	Meadwestv Aco Corp	5,388	7,197
	Medtronic Inc	9,015	12,353
	Merck & Co Inc	10,026	13,238
	Microsoft Corp	13,069	20,382
	Mobile Telesystems OJSC Spons ADR	854	909
	Monsanto Co	8,874	11,955
	Naspers LTD Spons ADR	3,060	4,273
	National Instruments Corp	9,412	10,897
	National Oilwell Varco Inc	4,136	3,858
	Nextera Energy Inc	8,090	13,037
	Nordson Corp	11,901	13,862
	Northeast Utilities	4,023	6,303
	Northrop Grumman Corp	5,087	7,866
	Occidental Petroleum Corp - Del	10,614	11,778
	Lukoil Oil Spons ADR	5,474	5,188
	Oracle Corp	7,866	11,056
	PPG Industries Inc	9,618	13,470
	Pacific Rubiales Energy Corp	5,341	4,054
	Petroleo Brasileiro SA ADR	2,057	1,583

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Petroleo Brasileiro SA Petrobras	8,965	6,236
	Petsmart Inc	7,257	12,058
	Corporate stocks (Cont'd):		
	Pfizer Inc	\$ 9,045	\$ 12,324
	Phillip Morris Intl Inc	6,856	15,592
	Phillips 66	1,440	3,476
	Praxair Inc	7,054	9,789
	Price Smart Inc	4,709	7,010
	Procter & Gamble Co	10,475	13,088
	Prudential Financial Inc	7,461	9,494
	Public Service Enterprise Grp	5,573	5,552
	Qualcomm Inc	10,433	11,668
	Raytheon Company	8,297	12,563
	RBC Bearings Inc	9,411	12,468
	Rio Tinto PLC - GBP	2,875	2,095
	Ross Stores Inc DE	21,839	37,590
	SK Telecom LTD Spons ADR	3,986	4,351
	Sandisk Corp	871	916
	Sberbank Spons ADR	4,362	4,362
	Schlumberger LTD	21,704	20,065
	Sempra Energy	4,340	6,623
	Shinhan Financial Group Co LTD ADR	4,285	3,839
	Silgan Holdings Inc	10,016	11,740
	Siliconware Precision Inds Spons ADR	3,744	4,044
	Silver Standard Resources Inc - CAD	5,986	2,663
	Sirona Dental Systems Inc	18,323	21,082
	Southern Copper Corp DEL	2,139	1,795
	Stryker Corp	9,911	13,001
	Symantec Corp	8,885	11,465
	TJX Companies Inc	10,531	12,515
	Taiwan Semiconductor Mfg Co LTD ADR	26,629	29,129
	Tata Motors LTD Spons ADR	2,769	2,578
	Techne Corp	18,431	18,652
	Tencent Holdings LTD - HKD	1,028	1,636
	3M Company	7,085	9,295
	Toronto Dominion Bank	7,498	7,233
	Total S.A. Spons ADR	12,171	10,324
	Travelers Companies Inc	11,232	18,222
	Turkiye Garanti Bankasi AS Spons ADR	20,831	16,770
	US Bancorp DEL	7,688	10,845

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Unilever NV NY SHS	11,374	13,837
	Union Pacific Corp	6,308	12,342
	United Technologies Corp	12,463	15,800
	Corporate stocks (Cont'd):		
	V F Corp	\$ 6,505	\$ 15,445
	Vale S.A. Common	9,335	5,391
	Verizon Communications	12,074	19,633
	Wal-Mart Stores Inc	6,541	8,939
	Wells Fargo & Co	8,281	19,397
	Western Digital Corp	6,275	12,418
	Weyerhaeuser Co	5,223	9,402
	John Wiley & Sons Inc CL A	18,503	18,441
	Wolverine World-Wide Inc	12,800	16,929
	World Fuel Svcs Corp	13,047	15,592
	Yamana Gold Inc - CAD	6,147	3,519
	A G C O Corp	1,354	1,305
	Abbvie Inc Com	3,280	4,713
	Agrium Inc	3,057	2,522
	AIA Group LTD SPON ADR	15,615	16,905
	Air Liquide ADR	25,072	24,750
	Ablemarle Corporation	3,602	3,488
	American Tower Reit Com	2,770	2,561
	Anadorko Pete	2,784	3,008
	Anheuser Busch Inbev SA Spon	15,400	15,344
	Apartment Invt & mgmt Co A	4,986	5,437
	ARM Holdings PLC ADS	14,349	12,862
	Ashland Inc New	1,918	1,920
	Atlas Copco AS A ADR A NEW	12,514	10,679
	AU Optronics Corp	2,752	2,145
	Aurico Gold Inc	1,400	787
	Avalonbay Comm Inc	6,139	6,071
	Axiall Corp Com	1,890	1,788
	Banco Bilbao Viz ARG SA ADS	11,120	9,545
	Bayerische Motoren Werke AG	8,172	7,428
	Becton Dickinson & Co	12,596	13,441
	BG Group PLC	12,215	11,363
	BlackRock Inc	8,459	11,558
	Boston Properties Inc	9,885	9,598
	Braskem SA ADR	2,274	2,411
	BRE Properties Inc A	3,423	3,451

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4f EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Brookdale Senior Living Inc	927	846
	Bunge LTD	13,925	13,163
	C&J Energy Services Inc	1,397	1,182
	Calfrac Well SVCS LTD	2,332	2,597
	Corporate stocks (Cont'd):		
	Camden Property Trust	\$ 5,266	\$ 5,186
	Cameron INTNL CORP	2,385	2,446
	Campus Crest CMNTYS INC COM	1,744	1,546
	Carpenter Technology	1,370	1,172
	Celanese Corp Series A COM STK	2,372	2,240
	Cemex SAB DE CV	1,257	1,312
	CF Industries Holdings Inc	2,235	1,715
	Chicos FAS Inc	10,454	10,065
	Citigroup Inc New	5,495	5,565
	Cochlear LTD UNSPON ADR	11,452	7,644
	Cohen & Steers Inc	16,876	17,330
	Companhia De Sanamento Basi	2,039	1,895
	Companhia Energy De Min SP ADR	4,035	3,534
	Continental Resources Inc	2,156	2,238
	Core Laboratories N V	9,871	13,649
	Corrections Corp of Amer NEW	4,256	4,234
	Credicorp LTD	2,223	2,175
	CSL LTD Unspn ADR	12,520	12,404
	Cubsmart Com	2,345	2,557
	Dassault Systems SA ADS	23,352	25,750
	DBS Group Holdings LTD SP	10,388	10,768
	DDR Corp COM	3,684	3,829
	Devon Energy Corp NEW	1,920	1,816
	Dongfeng MTR Group CO LTD ADR	1,358	1,248
	Duke Energy Corp NEW	5,623	5,535
	Duke Realty Corp	2,789	2,494
	Dupont Fabros Technology Inc	1,817	1,835
	ENI SPA Amer Dep RCPT	1,420	1,231
	Ensco PLC Class A	1,436	1,337
	EPR PPTYS Com	3,763	3,971
	Equifax Inc	21,444	23,572
	Equity One Inc	1,758	1,788
	Equity Residential	6,180	6,154
	Essex Property Trust Inc	4,775	4,927
	Expesitors Intl Wash Inc	21,996	20,922

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Extra Space Storage Inc	3,657	3,983
	Fanuc Corporation UNSP ADR	17,737	16,194
	FEDL RLTY INCT TRUST S B I	4,116	4,044
	Fidelity Natl Information SE	10,312	11,995
	Fifth 3rd Bancorp Ohio	5,575	6,679
	Corporate stocks (Cont'd):		
	First Indust Realty TR INC	\$ 4,637	\$ 4,703
	Firststrand LTD Unspn	1,873	1,567
	FMC Technologies	1,121	1,336
	Fomento Economico Mexicano	1,260	1,341
	Forest Oil CP 0.01	1,563	933
	Foschini GRP LTD SPONS	2,549	1,955
	Foster Wheeler AG COM	2,364	1,997
	Fresenius Medical Care AG&CO	16,632	17,282
	Geely Automobile Holdings LTD ADR	1,376	1,230
	General Growth Properties Com	6,195	6,259
	Grupo Financiero Banorto SAB	1,257	1,313
	Halliburton CO	2,272	2,169
	Hanesbrands Inc	4,556	4,782
	HCP Incorporated	4,649	4,544
	Health Care REIT Inc	4,717	5,027
	Hess Corporation	1,342	1,263
	Hittite Microwave Corp Com	16,182	17,400
	Hong Kong Exchanges & Clearing	7,948	7,437
	Host Hotel & Resorts Inc	7,331	7,372
	Huntsman Corp	2,176	2,020
	Imperial Oil LTD COM NEW	10,639	9,170
	JGC Corp Un-sponsored ADR	14,786	18,063
	Jones Lang LaSalle Inc	1,847	1,914
	JSC MMC Norilsk Nickel ADR	1,076	805
	Keppel Corp LTD ADR Sponsored	885	858
	Kinder Morgan Incorp	5,525	5,570
	KT Corp Spon ADR	2,384	2,142
	Loreal CO ADR	16,851	19,053
	LG Display CO LTD ADR	2,474	2,018
	Lonza Group AG Zuerich ADR	10,271	12,982
	LVMH Moet Hennessy Louis Vuitt	9,324	8,105
	Lyondellbasell NC CL-A	4,067	4,373
	Medical Properties Trust Inc	1,979	1,718
	Micros Systems	16,770	16,397

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mondelez Intl Inc Com	854	6,619
	MSCI Inc Com	17,225	16,369
	MTN GRP LTD SPONS ADR	7,691	7,053
	Mylan Inc	10,163	12,102
	Nestle Spon ADR REP REG SHR	27,191	26,312
	Corporate stocks (Cont'd):		
	Netapp Inc Com	\$ 10,548	\$ 12,090
	New Gold Inc	2,932	1,733
	Newfield Expl Co	1,894	1,553
	Newmont Mining Corp	5,578	3,714
	Nokian Tyres OYJ Unspn ADR	10,579	9,790
	Novo Nordisk A/S ADR	8,065	7,439
	O'Reilly Automotive Inc	11,106	13,514
	Ocean Rig UDW Inc	1,377	1,555
	PA RL EST INVT TR SBI	2,770	2,832
	Peeblebrook Hotel TR Com	2,778	2,947
	Petrofac LTD London Unspn ADR	1,361	967
	Potash CP Of Saskatchewan Inc	15,018	13,727
	Priceline.com Inc	10,405	12,400
	Prologis Inc Com	10,982	10,562
	Public Storage	6,779	6,900
	Pulte Group Inc	6,901	6,260
	Ramco Gershenson PPTYS Inc	412	435
	Raymond James Fincl	12,465	11,390
	Retail PPTYS Amer CL-A	1,144	1,299
	Roche Holdings ADR	18,673	21,715
	Royal Dutch Shell PLC	2,251	2,169
	SAP AG	28,644	26,947
	Sasol LTD SPON ADR	5,471	5,674
	Saul CTRS Inc	1,955	2,001
	Schneider Elec SA Unsp ADR	16,336	15,884
	Scripps Networks Interac CL A	10,554	12,017
	Seadrill LTD	1,349	1,426
	Senior HSG PPTY TR SBI	2,949	3,112
	Silver Wheaton Corp	2,855	1,574
	Simon PPTY Group Inc	23,517	23,056
	Skyworks Solutions Inc	11,693	11,930
	SL Green Realty CP	6,306	6,879
	Sociedad Quimica Y Minera ADS	3,794	3,474
	Sonova Holdings AD unsp ADR	7,473	6,993

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Southwestern Energy Company	2,184	2,301
	Strategic HTLS & Resorts Inc	2,426	3,101
	Subsea 7 SA Sponsored ADR	1,364	996
	Sunstone Hotel Investors Inc	1,382	1,474
	Suntrust BKS	5,530	6,314
	Corporate stocks (Cont'd):		
	Surgutneftegaz SP ADR	\$ 2,780	\$ 2,391
	Svenska Handelsbanken AB ADR	6,578	7,026
	Swatch Group AG ADR The Unspn	9,377	9,432
	Synopsys Inc	11,531	12,155
	Sysmex Corp Unspn ADR	10,448	14,533
	Taubman Centers Inc	3,742	3,457
	Tav Havalimanlari Holdings AS	865	848
	Technip-Coflexip	1,888	1,781
	Teck Resources LTD	3,778	2,137
	Tesco PLC Sponsored ADR	8,848	8,083
	The Mosaic CO	1,376	1,238
	Trican Well SVCS Co LTD	1,923	1,867
	Turkcell Iletism HIZM AS	3,475	3,046
	Turkiye Halk Bankasi AS ADR	1,296	1,153
	Unicharm Corp Unspn ADR	16,237	17,130
	Unilever PLC ADS	7,764	8,050
	United Parcel Service Inc CL-B	7,441	7,524
	US Silica Holdings Inc	858	831
	Ventas Inc	5,588	5,904
	VISA Inc CL A	11,203	12,793
	Vornado Realty RE SBI	7,267	7,125
	Whiting Petroleum Corp	442	415
	WPP PLC SPON NEW ADR	17,643	19,640
	Xinyi Glass Holdings LTD Unspn	6,212	7,139
	Corporate bonds - Dex One Corp	2,713	3,344
	Futures and commodities fund - Orion		
	Futures Fund	300,000	286,134
	Multi-strategy hedge fund - Skybridge Multi-Adviser Hedge Fund	438,261	488,897
	Money market funds:		
	Northern Instl Diversified Assets-SW	53,252	53,252
	MS Liquid Asset Fund	116,380	116,380

Springs Transit Company Employee's Retirement and Disability Plan

Schedule of Assets Held at End of Year (Continued) Form 5500, Schedule H, Line 4i EIN 5202205403, Plan No. 008 June 30, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Total	\$ 6,435,611	\$ 6,753,190

Springs Transit Employees Retirement & Disability Plan**EIN/PN: 52-2205403 / 008****Summary of Amortization of Bases & (Gains) Losses at Valuation Date**

	Original Amount	Current Amount	Remaining Amort. Period	Amortization Payment
07/01/2008	1,770,111	841,136	3	295,625
07/01/2009	(89,510)	(57,043)	4	(15,434)
07/01/2010	1,518,514	1,133,700	5	251,826
07/01/2011	1,526,045	1,268,702	6	243,050
07/01/2012	(1,058,147)	(1,058,147)	7	(179,594)
Total shortfall		2,128,349		595,473