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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/1990

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

NAPLETON AUTO WERKS

6600 E. RIVERSIDE BOULEVARD
LOVES PARK, IL 61111

2b Employer Identification Number (EIN)
36-4077925

2c Sponsor's telephone number
815-636-6600

2d Business code (see instructions)
441110

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.	08/05/2014	SUSAN ADKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	275
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**	222
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	57
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	279
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	279
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	152
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

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

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

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).. . . . . [X] 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

SAGEPOINT ADVISORS
6675 S. CASS AVE
UNIT 5C
WESTMONT, IL 60559

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

SAGEPOINT FINANCIAL, INC.
2800 NORTH CENTRAL AVENUE
SUITE 2100
PHOENIX, AZ 85004-1072

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

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

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

ASCENSUS

11-3665754

(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?
37 99 15 60 50	RECORD KEEPER	2580	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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(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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	5639	239
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1111784	1010570
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	136878	121162
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4569745	5636475
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5824046	6768446
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5824046	6768446

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)		
(B) Participants	2a(1)(B)	389400	
(C) Others (including rollovers)	2a(1)(C)	21649	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		411049
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	119	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3967	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4086
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	32075	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		32075
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1180250
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1627460
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	680480	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		680480
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2580	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2580
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		683060
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		944400
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BORHART, SPELLMEYER & COMPANY LLC **(2)** EIN: 36-3650395

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

Part I Distributions

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

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

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

EIN(s): 45-0404698

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NAPLETON AUTO WERKS 401(k) PLAN

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2013 AND 2012

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BORHART
SPELLMEYER &
COMPANY, LLC

certified public accountants and consultants

INDEPENDENT AUDITORS' REPORT

Trustees and Administrator
Napleton Auto Werks 401(k) Plan
Loves Park, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Napleton Auto Werks 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Frontier Trust Company and OFI Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bathart Spellmeyer & Company, LLC

Elgin, Illinois
July 31, 2014

FINANCIAL STATEMENTS

NAPLETON AUTO WERKS 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2013	2012
ASSETS		
Investments at fair value		
Mutual funds	$ 6,647,044	$ 5,681,529
Notes receivable from participants	121,162	136,878
Participant contributions receivable	239	5,639
Total plan assets	6,768,445	5,824,046
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,768,445	$ 5,824,046

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

NAPLETON AUTO WERKS 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2013

Additions to net assets attributed to		
Investment income		
Interest and dividend income	$ 32,193	
Interest income, notes receivable	3,965	
Net appreciation in market value of investments	1,180,250	$ 1,216,408
Contributions		
Participant	389,402	
Rollover	21,649	411,051
Total additions		1,627,459
Deductions from net assets attributed to		
Benefits paid to participants	680,480	
Administrative expenses	2,580	683,060
Net increase		944,399
Net assets available for benefits at beginning of period		5,824,046
Net assets available for benefits at end of period		$ 6,768,445

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

NOTE A – PLAN DESCRIPTION

The following description of the Napleton Auto Werks 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan was adopted effective May 1, 1990. The Plan is a defined contribution plan covering all non-union employees of Napleton Auto Werks (the Company), who meet the minimum eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Eligibility

Employees qualify for participation in the Plan after completing 1,000 hours of service within one year of service and attainment of age 21. Employees whose employment is governed by a collective bargaining agreement are not eligible.

3. Contributions

Participants may elect to contribute from 1% to 15% of their annual eligible compensation for the year, up to $17,500 in 2013 or $23,000 if age 50 or older and $17,000 in 2012 or $22,500 if age 50 or older. In addition, the Company may make matching 401(k) contributions equal to a discretionary percentage determined annually by the Company. No matching contributions were made in 2013 or 2012.

The Company may make discretionary profit sharing contribution to the Plan at the discretion of the Company's Board of Directors. The Company did not elect to make a profit sharing contribution for the years ended December 31, 2013 and 2012.

4. Participant Accounts

Separate accounts are maintained for all participants to reflect their interest in each investment fund. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and allocations, as defined, of (a) the Company's profit sharing contribution, if any, and (b) investment earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A – PLAN DESCRIPTION – Continued

5. Vesting

Participants are immediately 100% vested in their elective deferred contributions and the actual earnings thereon. The participants are vested in the Company's matching 401(k) contributions and the discretionary contributions according to the following:

Years of Service	Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

6. Participant Loans

A participant may borrow up to the lesser of $50,000 or 50% of his or her vested account balance, with a minimum loan amount of $1,000. In general, the maximum loan term is five years. The loans are secured by the balance in the participant's account and bear interest at prime. The interest rate on outstanding loans at December 31, 2013 is 3.25%.

7. Benefits

Benefit payments are made to participants or their beneficiaries upon death, disability, retirement, or severance of service in the form of a lump-sum distribution. Hardship withdrawals are also available to participants for immediate and severe financial need. Certain penalties may be assigned by the Internal Revenue Service for early withdrawal. In-service distributions are available to participants who have not incurred a severance form service if the participant has reached age 59 ½. The benefits owed to terminated participants who had requested distributions and not been paid amounted to zero at December 31, 2013 and 2012.

8. Forfeitures

Forfeitures will be allocated to qualified plan participants for the plan year based on the ratio of each participant's qualifying compensation to the total qualifying compensation for all eligible participants. Nonvested forfeitures totaled $93 and $131 at December 31, 2013 and 2012, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Plan's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

1. Basis of Accounting

The financial statements have been prepared using the accrual method of accounting.

2. Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

Investments in the accompanying statements of net assets available for benefits are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices based on the number of shares held by the Plan at period-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Net earnings on investments are allocated to participants on a daily basis.

4. Notes Receivable from Participants

In accordance with FASB ASU 2010-25, *Plan Accounting-Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans,* the Company has classified participant loans as notes receivable from participants. These notes are measured at their unpaid principal balance plus any accrued and unpaid interest. Interest income from notes receivable from participants is recognized when accrued based on individual agreements.

5. Payment of Benefits

Benefits are recorded when paid or segregated for payment.

6. Administrative Costs

Certain custodial, loan fees, distribution fees, and Plan expenses are paid by those participants who are in those types of investments as a direct charge against their account. Expenses relating to the management of Plan assets, recordkeeping, and administrative agents are paid by the Company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

7. Plan Termination

Although management has not expressed any intent to do so, it has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, employee accounts will become 100% vested and nonforfeitable. The investments will be held under the Plan, continue to accrue investment earnings, and be used to provide a benefit upon retirement, termination or death. The Plan is not insured by the Pension Benefit Guaranty Corporation (PBGC).

9. Subsequent Events

Management has evaluated subsequent events through July 31, 2014. This date represents the date the financial statements are available to be issued.

NOTE C – RELATED PARTY TRANSACTIONS

The Plan invests in shares of mutual funds managed by OFI Trust Company (OFI). OFI acted as trustee for only those investments as defined by the Plan until May 24, 2013. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transactions.

NOTE D – INVESTMENTS

Investments at December 31, 2013 and 2012 are summarized below. Investments that represent five percent or more of the Plan's assets are separately identified.

	2013	2012
Investments at fair value:		
Mutual funds		
Oppenheimer Cash Reserves Fund A	$ 1,010,570	$ 1,111,784
Oppenheimer Discovery Fund A	863,348	572,095
Oppenheimer Capital Appreciation Fund A	775,701	587,269
Oppenheimer Global Fund A	683,828	545,639
Oppenheimer Main Street Fund A	655,368	635,245
Oppenheimer Global Opportunities Fund A	597,788	406,126
Oppenheimer Developing Markets Fund A	399,373	360,594
Other	1,661,068	1,462,777
	$ 6,647,044	$ 5,681,529

During 2013, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $1,180,250, as follows:

Investments at fair value:	
Mutual funds	$ 1,180,250

NOTE D – INVESTMENTS - Continued

The Plan provides for various investment options including professionally managed funds that purchase stocks and bonds of publicly traded companies, United States and foreign government obligations, as well as money market funds. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

The following is the major category of assets measured at fair value on a recurring basis during the years ended December 31, 2013 and 2012, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3).

	2013			
Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31, 2013
Mutual funds:				
Equity funds				
International stock	$ 2,089,335	$ -	$ -	$ 2,089,335
Large cap U.S. stock	1,693,639	-	-	1,693,639
Mid cap U.S. stock	315,491	-	-	315,491
Small cap U.S. stock	863,348	-	-	863,348
Bond funds				
Diversified bond	210,925	-	-	210,925
Government bond	164,227	-	-	164,227
Alternative funds				
Alternative	24,882			24,882
Commodities	27,510			27,510
Specialty U.S. stock	20,912			20,912
Balanced funds	226,205	-	-	226,205
Capital preservation	1,010,570	-	-	1,010,570
Total	$ 6,647,044	$ -	$ -	$ 6,647,044

NOTE D – INVESTMENTS – Continued

Description	2012 Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31, 2012
Mutual funds:				
Equity funds				
International stock	$ 1,578,357	$ -	$ -	$ 1,578,357
Large cap U.S. stock	1,462,429	-	-	1,462,429
Mid cap U.S. stock	195,446	-	-	195,446
Small cap U.S. stock	596,546	-	-	596,546
Bond funds				
Diversified bond	276,371	-	-	276,371
Government bond	168,282	-	-	168,282
Alternative funds				
Alternative	55,371			55,371
Commodities	27,226			27,226
Specialty U.S. stock	16,937			16,937
Balanced funds	192,780	-	-	192,780
Capital preservation	1,111,784	-	-	1,111,784
Total	$ 5,681,529	$ -	$ -	$ 5,681,529

NOTE E – INFORMATION CERTIFIED BY PLAN TRUSTEES

The following unaudited information has been certified by Frontier Trust Company and OFI Trust Company for the years ended December 31, 2013 and 2012, respectively, to be complete and accurate:

1. Plan assets

	2013	2012
Investments at fair value:		
Mutual funds:		
Oppenheimer Cash Reserves Fund A	$ 1,010,570	$ 1,111,784
Oppenheimer Discovery Fund A	863,348	572,095
Oppenheimer Capital Appreciation Fund A	775,701	587,269
Oppenheimer Global Fund A	683,828	545,639
Oppenheimer Main Street Fund A	655,368	635,245
Oppenheimer Global Opportunities Fund A	597,788	406,126
Oppenheimer Developing Markets Fund A	399,373	360,594
Oppenheimer International Small Company Fund A	219,019	143,434

NOTE E – INFORMATION CERTIFIED BY PLAN TRUSTEES – Continued

	2013	2012
Oppenheimer Small & Mid Cap Value Fund A	$ 210,239	$ 144,589
Oppenheimer Main Street Select Fund A	165,225	134,534
Oppenheimer Limited Term Government Fund A	164,227	168,282
Oppenheimer Core Bond Fund A	117,392	108,860
Oppenheimer Port Series: Active Allocation A	115,844	76,579
Oppenheimer Flexible Strategies Fund A	107,089	115,323
Oppenheimer Global Strategic Income Fund A	74,184	144,464
Oppenheimer International Growth Fund A	71,720	58,074
Oppenheimer Discovery Mid Cap Growth Fund A	68,932	50,857
Oppenheimer Port Series: Equity Investor A	67,468	45,893
Oppenheimer Equity Income Fund A	38,082	19,022
Oppenheimer Main Street Small & Mid Cap Fund A	36,320	24,451
Oppenheimer Global Value Fund A	31,604	10,474
Oppenheimer Commodity Strat Total Return Fund A	27,510	27,226
Oppenheimer Gold & Special Minerals Fund A	24,882	55,371
Oppenheimer Equity Fund A	22,862	16,188
Oppenheimer Real Estate Fund A	20,912	16,937
Oppenheimer International Bond Fund A	19,349	23,047
Oppenheimer Value Fund A	19,180	7,420
Oppenheimer Rising Dividends Fund A	17,122	55,656
Oppenheimer International Diversified Fund A	12,259	8,118
Oppenheimer International Value Fund A	6,276	5
Oppenheimer Capital Income Fund A	2,335	395
Oppenheimer Port Series: Moderate Investor A	445	350
Oppenheimer Global Allocation Fund A	396	42
Oppenheimer Dividend Opportunity Fund A	99	7,095
Oppenheimer Port Series: Conservative Investor A	96	91
	$ 6,647,044	$ 5,681,529
Notes receivable from participants	$ 121,162	$ 136,878

2. Additions to the Plan during 2013

Investment income	
Interest and dividend income	$ 32,193
Interest income from notes receivable	3,965
Net appreciation in market value of investments	1,180,250
	$ 1,216,408

3. Supplemental Information

Schedule of Assets (Held at End of Year)

NOTE F – TAX STATUS

The Plan obtained its latest determination letter dated December 27, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE G – REPORTABLE TRANSACTIONS

The value of the plan assets at the beginning of the plan period was $5,824,046. All individual transactions or series of similar transactions greater than $291,202 (5% of beginning plan assets) are considered to be reportable transactions. There were no reportable transactions in the year ending December 31, 2013.

SUPPLEMENTAL INFORMATION

NAPLETON AUTO WERKS 401(k) PLAN
EIN 36-4077925
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN NUMBER 001
December 31, 2013

Issuer (b)	Description of investment (c)	Current Value of Investment (e)
Oppenheimer Funds	Oppenheimer Cash Reserves Fund A	$ 1,010,570
Oppenheimer Funds	Oppenheimer Discovery Fund A	863,348
Oppenheimer Funds	Oppenheimer Capital Appreciation Fund A	775,701
Oppenheimer Funds	Oppenheimer Global Fund A	683,828
Oppenheimer Funds	Oppenheimer Main Street Fund A	655,368
Oppenheimer Funds	Oppenheimer Global Opportunities Fund A	597,788
Oppenheimer Funds	Oppenheimer Developing Markets Fund A	399,373
Oppenheimer Funds	Oppenheimer International Small Company Fund A	219,019
Oppenheimer Funds	Oppenheimer Small & Mid Cap Value Fund A	210,239
Oppenheimer Funds	Oppenheimer Main Street Select Fund A	165,225
Oppenheimer Funds	Oppenheimer Limited Term Government Fund A	164,227
Oppenheimer Funds	Oppenheimer Core Bond Fund A	117,392
Oppenheimer Funds	Oppenheimer Port Series: Active Allocation A	115,844
Oppenheimer Funds	Oppenheimer Flexible Strategies Fund A	107,089
Oppenheimer Funds	Oppenheimer Global Strategic Income Fund A	74,184
Oppenheimer Funds	Oppenheimer International Growth Fund A	71,720
Oppenheimer Funds	Oppenheimer Discovery Mid Cap Growth Fund A	68,932
Oppenheimer Funds	Oppenheimer Port Series: Equity Investor A	67,468
Oppenheimer Funds	Oppenheimer Equity Income Fund A	38,082
Oppenheimer Funds	Oppenheimer Main Street Small & Mid Cap Fund A	36,320
Oppenheimer Funds	Oppenheimer Global Value Fund A	31,604
Oppenheimer Funds	Oppenheimer Commodity Strat Total Return Fund A	27,510
Oppenheimer Funds	Oppenheimer Gold & Special Minerals Fund A	24,882
Oppenheimer Funds	Oppenheimer Equity Fund A	22,862
Oppenheimer Funds	Oppenheimer Real Estate Fund A	20,912
Oppenheimer Funds	Oppenheimer International Bond Fund A	19,349
Oppenheimer Funds	Oppenheimer Value Fund A	19,180
Oppenheimer Funds	Oppenheimer Rising Dividends Fund A	17,122
Oppenheimer Funds	Oppenheimer International Diversified Fund A	12,259
Oppenheimer Funds	Oppenheimer International Value A	6,276
Oppenheimer Funds	Oppenheimer Capital Income Fund A	2,335
Oppenheimer Funds	Oppenheimer Port Series: Moderate Investor A	445
Oppenheimer Funds	Oppenheimer Global Allocation Fund A	396
Oppenheimer Funds	Oppenheimer Dividend Opportunity Fund A	99
Oppenheimer Funds	Oppenheimer Port Series: Conservative Investor A	96
Participant loans	Interest rate - 3.25%	121,162
		$ 6,768,206

* - There are no party-in-interest transaction

(d) - Cost information is omitted due to all transactions being participant-directed.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Global Opportunities A	0	597,788
	Oppenheimer	Oppenheimer Global Strategic Inc A	0	74,184
	Oppenheimer	Oppenheimer Capital Appreciation A	0	775,701
	Oppenheimer	Oppenheimer Global A	0	683,828
	Oppenheimer	Oppenheimer Discovery Fund A	0	863,348
	Oppenheimer	Oppenheimer Cash Reserves A	0	1,010,570
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	399,373

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer International Growth A	0	71,720
	Oppenheimer	Oppenheimer Main Street Select A	0	165,225
	Oppenheimer	Oppenheimer Intl Small Company A	0	219,019
	Oppenheimer	Oppenheimer Small & Mid Cap Value A	0	210,239
	Oppenheimer	Oppenheimer Commodity Strat Total Ret A	0	27,510
	Oppenheimer	Oppenheimer Flexible Strategies A	0	107,089
	Oppenheimer	Oppenheimer Main Street A	0	655,368

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Limited-Term Government A	0	164,227
	Oppenheimer	Oppenheimer Equity A	0	22,862
	Oppenheimer	Oppenheimer Discovery Mid Cap Growth A	0	68,932
	Oppenheimer	Oppenheimer International Diversified A	0	12,259
	Oppenheimer	Oppenheimer Gold And Spec Minerals A	0	24,882
	Oppenheimer	Oppenheimer Conservative Inv A	0	96
	Oppenheimer	Oppenheimer Moderate Inv A	0	445

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

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Active Allc A	0	115,844
	Oppenheimer	Oppenheimer Equity Inv A	0	67,468
	Oppenheimer	Oppenheimer International Value A	0	6,276
	Oppenheimer	Oppenheimer Main Street Sm- & Mid-Cap A	0	36,320
	Oppenheimer	Oppenheimer Rising Dividends A	0	17,122
	Oppenheimer	Oppenheimer Dividend Opportunity A	0	99
	Oppenheimer	Oppenheimer Value A	0	19,180

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Capital Income A	0	2,335
	Oppenheimer	Oppenheimer Real Estate A	0	20,912
	Oppenheimer	Oppenheimer International Bond A	0	19,349
	Oppenheimer	Oppenheimer Equity Income A	0	38,082
	Oppenheimer	Oppenheimer Core Bond A	0	117,392
	Oppenheimer	Oppenheimer Global Allocation A	0	396
	Oppenheimer	Oppenheimer Global Value Fund A	0	31,605

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Participants Loan Account	Various Rates and Maturities	0	121,162