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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
JIM BASS FORD, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/2001

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

JIM BASS FORD, INC.

BOX 3488
SAN ANGELO, TX 76901

4032 HOUSTON HARTE EXPRESSWAY
SAN ANGELO, TX 76901

2b Employer Identification Number (EIN)
75-1099335

2c Sponsor's telephone number
325-949-4621

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.	10/07/2014	KAY ROSSSER
	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**	140
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**	153
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	7
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	160
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	160
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	33
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 2T 3D

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

9a Plan funding arrangement (check all that apply)		**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	**B** Three-digit plan number (PN) ▶	
JIM BASS FORD, INC. 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
JIM BASS FORD, INC.	75-1099335	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65	RECORDKEEPER	300	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

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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
JIM BASS FORD, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JIM BASS FORD, INC.

D Employer Identification Number (EIN)
75-1099335

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	10523	10703
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	639840	938389
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	650363	949092
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	650363	949092

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)	0	
(B) Participants	2a(1)(B)	161221	
(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)		161221
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(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)		1
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	52460	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		52460
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		159412
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		373094
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	47151	
(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)		47151
f Corrective distributions (see instructions)	2f		26895
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	319	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		319
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		74365
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		298729
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CHILTON WILCOX& FORTENBERRY **(2)** EIN: 20-8009417

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		150000
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		X	

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
JIM BASS FORD, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JIM BASS FORD, INC.

D Employer Identification Number (EIN)
75-1099335

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**

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): 04-6568107

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):

JIM BASS FORD, INC

401(K) PLAN

FINANCIAL STATEMENTS

December 31, 2013 and December 31, 2012

Together with Independent Auditors' Report

Chilton Wilcox, Fortenberry & Co.
Certified Public Accountants
San Angelo, Texas

Jim Bass Ford, Inc.
401(k) Plan
December 31, 2013 and December 31, 2012

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CHILTON WILCOX & FORTENBERRY
CERTIFIED PUBLIC ACCOUNTANTS
3471 KNICKERBOCKER ROAD, SUITE 410
SAN ANGELO, TEXAS 76904-8825

TROYCE D. WILCOX, CPA
JOHN S. FORTENBERRY, CPA

MEMBERS OF THE AMERICAN
INSTITUTE OF PUBLIC ACCOUNTANTS

TELEPHONE (325) 224-8866
FAX (325) 224-8420
E-MAIL wfsacpas@wfsacpas.com

MEMBERS OF THE TEXAS SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Jim Bass Ford, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Jim Bass Ford, Inc. 401(k) Plan (The 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.

Auditor's Responsibility

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

To the Administrative Committee of
Jim Bass Ford, Inc. 401(k) Plan

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Fidelity Management Trust Company, the trustee (or custodian) of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee (or custodian) holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee (or custodian) as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee (or custodian) is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee (or custodian), 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Chelton Wilcox & Fortenberry

Certified Public Accountants
September 30, 2014

JIM BASS FORD, INC.
401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and December 31, 2012

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at Fair Value		
Interest Bearing Cash Accounts	$ 10,703	$ 10,523
Shares of Investment Company	938,388	639,840
Total Investments	949,091	650,363
Receivables		
Participants' Contribution	-	-
Forfeitures	-	-
Employer's Contribution	-	-
Total Receivables	-	-
Total Assets	949,091	650,363
LIABILITIES		
None	-	-
Net Assets Available for Benefits	$ 949,091	$ 650,363

See accompanying notes.

JIM BASS FORD, INC.
401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income	
Net Appreciation (Depreciation) in Fair Value of Investments	$ 159,411
Interest and Dividends	52,461
Total Additions	211,872
Contributions:	
Participants'	161,221
Employer's	-
Rollover	-
	161,221
TOTAL ADDITIONS (REDUCTIONS)	373,093
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	74,046
Management Service Fees	319
Total Deductions	74,365
NET INCREASE (DECREASE)	298,728
Net Assets Available for Benefits:	
Beginning of Year	650,363
End of Year	$ 949,091

See accompanying notes.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note A Description of Plan

The following description of Jim Bass Ford, Inc. (the Company) 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.

General

The Plan was formally adopted July 24, 2001 with the first employee elective deferrals effective September 1, 2001. The Plan is a defined contribution plan covering all full-time employees of the Company who have six months service following the Employee's Employment Commencement Date and are age twenty-one or older. Employees will become eligible to participate in the Plan on the first day of each month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Pension Benefits Guaranty Corporation does not insure benefits provided by the Plan. The Plan was amended November 22, 2002 to increase the contribution percentage of pretax compensation and to include Catch-up contributions for participants age 50 and over and amended January 14, 2009 to update fee and service costs amounts paid to the Trustee.

Contributions

Each year, participants may contribute up to the lesser of 60% of pretax annual compensation or $17,500 ($23,000 for participants age 50 or over), as defined in the Plan. Participants direct the investment of their contributions into investment options offered by the Plan. The Plan currently offers a broad range of investment alternatives. The Company may make annual discretionary profit sharing contributions in an amount to be determined at Plan year-end by taking the appropriate corporate actions. Because Company contributions are discretionary, there are no minimum funding requirements. Profit sharing contributions will be allocated in the ratio that a participant's eligible compensation bears to the total compensation paid to all eligible participants for the Plan year. Participants are 100% vested immediately in profit sharing contributions. Contributions are subject to certain other limitations.

Participants' Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings. Each account is updated each business day to reflect any investment earnings or losses on all Fidelity Investments mutual funds. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. No participant's account will be treated with any preference over other participants' accounts.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note A Description of Plan (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus actual earnings thereon is also immediate.

Forfeited Accounts

Due to the participants becoming immediately vested in their contributions as well as their portion of the Company's contributions, if any, no participants' accounts will be forfeited.

Payment of Benefits

Participants may withdraw all or part of their vested account balance upon attaining age 59 1/2 or upon termination of service. If service is terminated due to death, disability, retirement, or for any other reason, the Plan Administrator will instruct the Trustee to make a lump sum distribution if the vested account balance is less than $5,000. Participants must request, in writing, any distribution of an account balance in excess of $5,000. Participants must begin receiving required minimum distributions upon attaining age 70 1/2 or in the year of retirement.

Participant Loans

The Plan does not allow participant loans.

Note B Summary of Significant Accounting Policies

Operating Expenses

The Company pays all operating expenses including administrative fees charged by the Trustee. Additional fees charged by individual mutual funds are paid by the Plan.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note B Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis, while dividends are recorded on the ex-dividend date.

Fair Values of Financial Instruments

The Plan records its financial assets and liabilities at fair value, in accordance with the framework for measuring fair value in generally accepted accounting principles. This framework establishes a fair value hierarchy that prioritizes the inputs used to measure fair value:

> Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.
>
> Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
>
> Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

All of the Plan's investments are considered Level 1, because their fair value is determined using quoted market prices.

Subsequent Events

The plan administrator has evaluated subsequent events through September 30, 2014, the date the financial statements were available to be issued.

Payment of Benefits

Benefits are recorded when paid.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note C Employer's Contribution Receivable

The Company has elected a discretionary formula for non-elective employer contributions. The Company may decide each Plan year whether to make a discretionary non-elective employer contribution on behalf of eligible active participants. Such contributions shall be allocated to eligible active participants in the ratio that each eligible active participant's compensation bears to the total compensation paid to all eligible active participants for the plan year. The Company did not make an employer contribution for the Plan year ended December 31, 2013 and therefore no amount is recorded as receivable.

Note D Plan Termination

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

Note E Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 22, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

Note F Investments

The following table presents investments at December 31, 2013.

Registered Investment Companies at Estimated Fair Value:		
Fidelity Fund	$	2,533
Fidelity Value Strategies		6,755
Fidelity Contra Fund		21,102
Fidelity Growth Company		13,865
Fidelity Investment Gr Bd		2,972
Fidelity Intermed Bond		19,949
Fidelity Value		36,628
Fidelity OTC Portfolio		18,685
Fidelity Overseas		38,489
Fidelity Real Estate Invs		2,677

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note F Investments (Continued)

Fidelity Blue Chip Growth	77,584	*
Fidelity Low PR Stock	255,462	*
Fidelity Equity Income II	1,519	
Fidelity Growth Strategies	24,755	
Fidelity Diversified Intl	21,256	
Fidelity Dividend Growth	161,629	*
Fidelity Mid Cap Stock	41,887	
Fidelity Large Cap Stock	33,837	
Fidelity Freedom 2010	15,711	
Fidelity Freedom 2020	39,837	
Fidelity Freedom 2030	5,528	
Fidelity Sm Cap Discovery	16,732	
Fidelity Fifty	11,171	
Fidelity Freedom 2040	2,191	
Fidelity Freedom 2005	261	
Fidelity Freedom 2035	5,116	
Fidelity Small Cap Value	32,447	
SPTN Ext Market Index Adv	4,576	
Fidelity Freedom 2045	20,835	
Fidelity Freedom 2045	2,500	
Total Registered Investment Companies at Estimated Fair Value:	938,388	
Money Market at Estimated Fair Value:		
Fidelity Retire Mmkt	10,703	
Total Money Market at Estimated Fair Value:	10,703	
Total Investments at December 31, 2013	$ 949,091	

* Represents 5% of the Plan's net assets.

During 2013, the Plan's mutual fund investments appreciated in value by $159,411.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note G Related Party Transactions

Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("FMTC"). FMTC is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transactions rules. Fees paid by the Plan and the Company on behalf of the Plan for investment management services totaled $319 and $3,370 respectively, of which $-0- was due from the Company as of December 31, 2013.

In addition, the Company provides certain accounting and administrative services to the Plan for which no fees are charged.

Note H Information Prepared and Certified By Trustee

The December 31, 2013 and December 31, 2012 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, the accompanying notes to the financial statements, and the supplemental schedule of investments were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Trustee.

	2013	2012
Investments:		
Interest Bearing Cash Accounts	$ 10,703	$ 10,523
Shares of Investment Company	938,388	639,840
Additions:		
Participants' Contributions	161,221	140,956
Rollovers	-0-	34,746
Interest and Dividends	52,461	20,382
Net Appreciation (Depreciation) in Fair Value of Investments	159,411	63,518
Deductions:		
Benefits Paid to Participants	74,046	73,113
Management Service Fee	319	75

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note I Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note J Reconciliation of Financial Statements to Schedule H of Form 5500

Form 5500 does not report gains and losses on the sale of investments. Cost information is not required because participants direct the investment of 100% of the assets allocated to their accounts.

Note K Fair Value Measurement

Fair value is the price to hypothetically sell an asset or transfer a liability in an orderly manner in the principal market for that asset or liability. Accounting standards prioritize the use of observable inputs in measuring fair value. The level of a fair value measurement is determined entirely by the lowest level input that is significant to the measurement. The three levels are (from highest to lowest):

Level 1: Observable prices in active markets for identical assets and liabilities;
Level 2: Observable inputs other than quoted market prices in active markets for identical assets and liabilities, which include quoted prices for similar assets or liabilities in an active market and market-corroborated inputs; and,
Level 3: Unobservable inputs

At December 31, 2013, the Plan carried the following financial assets at fair value:

Recurring fair value measurements	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Observable Inputs	Total at December 31, 2013
Interest Bearing Cash Accounts	$ 10,703	$	$	$ 10,703
Shares of Investment Company	938,388			938,388
Total recurring fair value assets	$ 949,091	$	$	$ 949,091

Supplemental Information

JIM BASS FORD, INC.
401(k) PLAN
Schedule of Assets Held for Investment Purposes
IRS Form 5500, Schedule H, Line 4 (i)
EIN: 75-1099335, PN 001
December 31, 2013

{A}	{B} Issue	{C} Description of Investment	{D} Cost	{E} Current Value
*	Fidelity Fund	Mutual Fund, 59.389 shares	$ 1,832	$ 2,533
*	Fidelity Value Strategies	Mutual Fund, 164.946 shares	5,793	6,755
*	Fidelity Contra Fund	Mutual Fund, 219.496 shares	15,787	21,102
*	Fidelity Growth Company	Mutual Fund, 115.656 shares	10,346	13,865
*	Fidelity Investment Gr Bd	Mutual Fund, 386.989 shares	3,018	2,972
*	Fidelity Intermed Bond	Mutual Fund, 1,842.054 shares	19,524	19,949
*	Fidelity Value	Mutual Fund, 353.625 shares	24,807	36,628
*	Fidelity OTC Portfolio	Mutual Fund 241.433 shares	13,874	18,685
*	Fidelity Overseas	Mutual Fund, 956.015 shares	31,693	38,489
*	Fidelity Real Estate Invs	Mutual Fund, 83.846 shares	2,292	2,677
*	Fidelity Blue Chip Growth	Mutual Fund, 1,224.307 shares	54,784	77,584
*	Fidelity Low PR Stock	Mutual Fund, 5,165.019 shares	203,505	255,462
*	Fidelity Equity Div Income	Mutual Fund, 61.679 shares	1,112	1,519
*	Fidelity Growth Strategies	Mutual Fund, 868.590 shares	17,099	24,755
*	Fidelity Diversified Intl	Mutual Fund, 575.875 shares	16,963	21,256
*	Fidelity Dividend Growth	Mutual Fund, 4,567.085 shares	130,065	161,629
*	Fidelity Mid Cap Stock	Mutual Fund, 1,060.161 shares	28,854	41,887
*	Fidelity Large Cap Stock	Mutual Fund, 1,238.927 shares	18,317	33,736
*	Fidelity Freedom 2010	Mutual Fund, 1,026.171 shares	14,133	15,711
*	Fidelity Freedom 2020	Mutual Fund, 2,552.047 shares	36,959	39,837
*	Fidelity Freedom 2030	Mutual Fund, 339.126 shares	5,289	5,528
*	Fidelity Sm Cap Discovery	Mutual Fund, 535.259 shares	13,090	16,732
*	Fidelity Fifty	Mutual Fund 400.820 shares	7,392	11,171
*	Fidelity Retire Mmkt	Mutual Fund 10,702.910 shares	10,703	10,703
*	Fidelity Freedom 2040	Mutual Fund 230.124 Shares	2,098	2,191
*	Fidelity Freedom 2005	Mutual Fund 22.030 shares	246	261
*	Fidelity Freedom 2035	Mutual Fund 379.525 shares	4,868	5,116
*	Fidelity Small Cap Value	Mutual Fund 1,619.136 Shares	28,224	32,447
*	SPTN Ext Market Index Adv	Mutual Fund 85.654 shares	3,544	4,576
*	Fidelity Freedom 2045	Mutual Fund 1,899.310 shares	19,357	20,835
*	Fidelity Freedom 2055	Mutual Fund 215.322 shares	2,368	2,500
	Total Mutual Funds		747,936	949,091
	Total Unallocated Contracts		-	-
	Shares of Investment Company		747,936	949,091
	Participant Loans	Interest Rate N/A	-	-
	Total Investments		$ 747,936	$ 949,091

* Parties in Interest

See independent auditors' report.

JIM BASS FORD, INC

401(K) PLAN

FINANCIAL STATEMENTS

December 31, 2013 and December 31, 2012

Together with Independent Auditors' Report

Chilton Wilcox, Fortenberry & Co.
Certified Public Accountants
San Angelo, Texas

Jim Bass Ford, Inc.
401(k) Plan
December 31, 2013 and December 31, 2012

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CHILTON WILCOX & FORTENBERRY
CERTIFIED PUBLIC ACCOUNTANTS
3471 KNICKERBOCKER ROAD, SUITE 410
SAN ANGELO, TEXAS 76904-8825

TROYCE D. WILCOX, CPA
JOHN S. FORTENBERRY, CPA

MEMBERS OF THE AMERICAN
INSTITUTE OF PUBLIC ACCOUNTANTS

TELEPHONE (325) 224-8866
FAX (325) 224-8420
E-MAIL wfsacpas@wfsacpas.com

MEMBERS OF THE TEXAS SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Jim Bass Ford, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Jim Bass Ford, Inc. 401(k) Plan (The 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.

Auditor's Responsibility

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

To the Administrative Committee of
Jim Bass Ford, Inc. 401(k) Plan

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Fidelity Management Trust Company, the trustee (or custodian) of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee (or custodian) holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee (or custodian) as of December 31, 2013 and 2012 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee (or custodian) is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee (or custodian), 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Chelton Wilcox & Fortenberry

Certified Public Accountants
September 30, 2014

JIM BASS FORD, INC.
401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and December 31, 2012

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at Fair Value		
Interest Bearing Cash Accounts	$ 10,703	$ 10,523
Shares of Investment Company	938,388	639,840
Total Investments	949,091	650,363
Receivables		
Participants' Contribution	-	-
Forfeitures	-	-
Employer's Contribution	-	-
Total Receivables	-	-
Total Assets	949,091	650,363
LIABILITIES		
None	-	-
Net Assets Available for Benefits	$ 949,091	$ 650,363

See accompanying notes.

JIM BASS FORD, INC.
401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

ADDITIONS	
Additions to Net Assets Attributed to:	
Investment Income	
Net Appreciation (Depreciation) in Fair Value of Investments	$ 159,411
Interest and Dividends	52,461
Total Additions	211,872
Contributions:	
Participants'	161,221
Employer's	-
Rollover	-
	161,221
TOTAL ADDITIONS (REDUCTIONS)	373,093
DEDUCTIONS	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	74,046
Management Service Fees	319
Total Deductions	74,365
NET INCREASE (DECREASE)	298,728
Net Assets Available for Benefits:	
Beginning of Year	650,363
End of Year	$ 949,091

See accompanying notes.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note A Description of Plan

The following description of Jim Bass Ford, Inc. (the Company) 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.

General

The Plan was formally adopted July 24, 2001 with the first employee elective deferrals effective September 1, 2001. The Plan is a defined contribution plan covering all full-time employees of the Company who have six months service following the Employee's Employment Commencement Date and are age twenty-one or older. Employees will become eligible to participate in the Plan on the first day of each month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Pension Benefits Guaranty Corporation does not insure benefits provided by the Plan. The Plan was amended November 22, 2002 to increase the contribution percentage of pretax compensation and to include Catch-up contributions for participants age 50 and over and amended January 14, 2009 to update fee and service costs amounts paid to the Trustee.

Contributions

Each year, participants may contribute up to the lesser of 60% of pretax annual compensation or $17,500 ($23,000 for participants age 50 or over), as defined in the Plan. Participants direct the investment of their contributions into investment options offered by the Plan. The Plan currently offers a broad range of investment alternatives. The Company may make annual discretionary profit sharing contributions in an amount to be determined at Plan year-end by taking the appropriate corporate actions. Because Company contributions are discretionary, there are no minimum funding requirements. Profit sharing contributions will be allocated in the ratio that a participant's eligible compensation bears to the total compensation paid to all eligible participants for the Plan year. Participants are 100% vested immediately in profit sharing contributions. Contributions are subject to certain other limitations.

Participants' Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings. Each account is updated each business day to reflect any investment earnings or losses on all Fidelity Investments mutual funds. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance. No participant's account will be treated with any preference over other participants' accounts.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note A Description of Plan (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus actual earnings thereon is also immediate.

Forfeited Accounts

Due to the participants becoming immediately vested in their contributions as well as their portion of the Company's contributions, if any, no participants' accounts will be forfeited.

Payment of Benefits

Participants may withdraw all or part of their vested account balance upon attaining age 59 1/2 or upon termination of service. If service is terminated due to death, disability, retirement, or for any other reason, the Plan Administrator will instruct the Trustee to make a lump sum distribution if the vested account balance is less than $5,000. Participants must request, in writing, any distribution of an account balance in excess of $5,000. Participants must begin receiving required minimum distributions upon attaining age 70 1/2 or in the year of retirement.

Participant Loans

The Plan does not allow participant loans.

Note B Summary of Significant Accounting Policies

Operating Expenses

The Company pays all operating expenses including administrative fees charged by the Trustee. Additional fees charged by individual mutual funds are paid by the Plan.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note B Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis, while dividends are recorded on the ex-dividend date.

Fair Values of Financial Instruments

The Plan records its financial assets and liabilities at fair value, in accordance with the framework for measuring fair value in generally accepted accounting principles. This framework establishes a fair value hierarchy that prioritizes the inputs used to measure fair value:

> Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.
>
> Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
>
> Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

All of the Plan's investments are considered Level 1, because their fair value is determined using quoted market prices.

Subsequent Events

The plan administrator has evaluated subsequent events through September 30, 2014, the date the financial statements were available to be issued.

Payment of Benefits

Benefits are recorded when paid.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note C Employer's Contribution Receivable

The Company has elected a discretionary formula for non-elective employer contributions. The Company may decide each Plan year whether to make a discretionary non-elective employer contribution on behalf of eligible active participants. Such contributions shall be allocated to eligible active participants in the ratio that each eligible active participant's compensation bears to the total compensation paid to all eligible active participants for the plan year. The Company did not make an employer contribution for the Plan year ended December 31, 2013 and therefore no amount is recorded as receivable.

Note D Plan Termination

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

Note E Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated January 22, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

Note F Investments

The following table presents investments at December 31, 2013.

Registered Investment Companies at Estimated Fair Value:		
Fidelity Fund	$	2,533
Fidelity Value Strategies		6,755
Fidelity Contra Fund		21,102
Fidelity Growth Company		13,865
Fidelity Investment Gr Bd		2,972
Fidelity Intermed Bond		19,949
Fidelity Value		36,628
Fidelity OTC Portfolio		18,685
Fidelity Overseas		38,489
Fidelity Real Estate Invs		2,677

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note F Investments (Continued)

Fidelity Blue Chip Growth	77,584	*
Fidelity Low PR Stock	255,462	*
Fidelity Equity Income II	1,519	
Fidelity Growth Strategies	24,755	
Fidelity Diversified Intl	21,256	
Fidelity Dividend Growth	161,629	*
Fidelity Mid Cap Stock	41,887	
Fidelity Large Cap Stock	33,837	
Fidelity Freedom 2010	15,711	
Fidelity Freedom 2020	39,837	
Fidelity Freedom 2030	5,528	
Fidelity Sm Cap Discovery	16,732	
Fidelity Fifty	11,171	
Fidelity Freedom 2040	2,191	
Fidelity Freedom 2005	261	
Fidelity Freedom 2035	5,116	
Fidelity Small Cap Value	32,447	
SPTN Ext Market Index Adv	4,576	
Fidelity Freedom 2045	20,835	
Fidelity Freedom 2045	2,500	
Total Registered Investment Companies at Estimated Fair Value:	938,388	
Money Market at Estimated Fair Value:		
Fidelity Retire Mmkt	10,703	
Total Money Market at Estimated Fair Value:	10,703	
Total Investments at December 31, 2013	$ 949,091	

* Represents 5% of the Plan's net assets.

During 2013, the Plan's mutual fund investments appreciated in value by $159,411.

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note G Related Party Transactions

Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("FMTC"). FMTC is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions which are exempt from the prohibited transactions rules. Fees paid by the Plan and the Company on behalf of the Plan for investment management services totaled $319 and $3,370 respectively, of which $-0- was due from the Company as of December 31, 2013.

In addition, the Company provides certain accounting and administrative services to the Plan for which no fees are charged.

Note H Information Prepared and Certified By Trustee

The December 31, 2013 and December 31, 2012 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, the accompanying notes to the financial statements, and the supplemental schedule of investments were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the Trustee.

	2013	2012
Investments:		
Interest Bearing Cash Accounts	$ 10,703	$ 10,523
Shares of Investment Company	938,388	639,840
Additions:		
Participants' Contributions	161,221	140,956
Rollovers	-0-	34,746
Interest and Dividends	52,461	20,382
Net Appreciation (Depreciation) in Fair Value of Investments	159,411	63,518
Deductions:		
Benefits Paid to Participants	74,046	73,113
Management Service Fee	319	75

JIM BASS FORD, INC.
401(k) PLAN

Notes to Financial Statements

For The Years Ended December 31, 2013 and 2012

Note I Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note J Reconciliation of Financial Statements to Schedule H of Form 5500

Form 5500 does not report gains and losses on the sale of investments. Cost information is not required because participants direct the investment of 100% of the assets allocated to their accounts.

Note K Fair Value Measurement

Fair value is the price to hypothetically sell an asset or transfer a liability in an orderly manner in the principal market for that asset or liability. Accounting standards prioritize the use of observable inputs in measuring fair value. The level of a fair value measurement is determined entirely by the lowest level input that is significant to the measurement. The three levels are (from highest to lowest):

Level 1: Observable prices in active markets for identical assets and liabilities;
Level 2: Observable inputs other than quoted market prices in active markets for identical assets and liabilities, which include quoted prices for similar assets or liabilities in an active market and market-corroborated inputs; and,
Level 3: Unobservable inputs

At December 31, 2013, the Plan carried the following financial assets at fair value:

Recurring fair value measurements	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Observable Inputs	Total at December 31, 2013
Interest Bearing Cash Accounts	$ 10,703	$	$	$ 10,703
Shares of Investment Company	938,388			938,388
Total recurring fair value assets	$ 949,091	$	$	$ 949,091

Supplemental Information

JIM BASS FORD, INC.
401(k) PLAN
Schedule of Assets Held for Investment Purposes
IRS Form 5500, Schedule H, Line 4 (i)
EIN: 75-1099335, PN 001
December 31, 2013

{A}	{B} Issue	{C} Description of Investment	{D} Cost	{E} Current Value
*	Fidelity Fund	Mutual Fund, 59.389 shares	$ 1,832	$ 2,533
*	Fidelity Value Strategies	Mutual Fund, 164.946 shares	5,793	6,755
*	Fidelity Contra Fund	Mutual Fund, 219.496 shares	15,787	21,102
*	Fidelity Growth Company	Mutual Fund, 115.656 shares	10,346	13,865
*	Fidelity Investment Gr Bd	Mutual Fund, 386.989 shares	3,018	2,972
*	Fidelity Intermed Bond	Mutual Fund, 1,842.054 shares	19,524	19,949
*	Fidelity Value	Mutual Fund, 353.625 shares	24,807	36,628
*	Fidelity OTC Portfolio	Mutual Fund 241.433 shares	13,874	18,685
*	Fidelity Overseas	Mutual Fund, 956.015 shares	31,693	38,489
*	Fidelity Real Estate Invs	Mutual Fund, 83.846 shares	2,292	2,677
*	Fidelity Blue Chip Growth	Mutual Fund, 1,224.307 shares	54,784	77,584
*	Fidelity Low PR Stock	Mutual Fund, 5,165.019 shares	203,505	255,462
*	Fidelity Equity Div Income	Mutual Fund, 61.679 shares	1,112	1,519
*	Fidelity Growth Strategies	Mutual Fund, 868.590 shares	17,099	24,755
*	Fidelity Diversified Intl	Mutual Fund, 575.875 shares	16,963	21,256
*	Fidelity Dividend Growth	Mutual Fund, 4,567.085 shares	130,065	161,629
*	Fidelity Mid Cap Stock	Mutual Fund, 1,060.161 shares	28,854	41,887
*	Fidelity Large Cap Stock	Mutual Fund, 1,238.927 shares	18,317	33,736
*	Fidelity Freedom 2010	Mutual Fund, 1,026.171 shares	14,133	15,711
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*	Fidelity Retire Mmkt	Mutual Fund 10,702.910 shares	10,703	10,703
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*	Fidelity Small Cap Value	Mutual Fund 1,619.136 Shares	28,224	32,447
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*	Fidelity Freedom 2045	Mutual Fund 1,899.310 shares	19,357	20,835
*	Fidelity Freedom 2055	Mutual Fund 215.322 shares	2,368	2,500
	Total Mutual Funds		747,936	949,091
	Total Unallocated Contracts		-	-
	Shares of Investment Company		747,936	949,091
	Participant Loans	Interest Rate N/A	-	-
	Total Investments		$ 747,936	$ 949,091

* Parties in Interest

See independent auditors' report.